

NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY FOURTH (24TH) ANNUAL GENERAL MEETING OF THE MEMBERS OF VINTRON INFORMATICS LIMITED SHALL BE HELD ON MONDAY, THE 14TH DAY OF SEPTEMBER 2015 AT 10.00 A.M. AT ARYA AUDITORIUM, DESRAJ CAMPUS, C-BLOCK, EAST OF KAILASH, NEW DELHI-110065 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements, which includes balance sheet as at 31st day of March, 2015, profit & loss account and cash flow statement of the Company for the year ended on that date together with the Auditors' Report thereon and the Directors' Report annexed thereto.
2. To appoint a Director in place of Shri Raj Kumar Gupta who retires by rotation and being eligible, offers himself for re-appointment.
3. Ratification of Appointment of Statutory Auditor.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139 and 141 and all other provisions, if any, of the Companies Act, 2013, read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of M/s. O. P. Bagla & Company (Firm Registration No. 000018N), Chartered Accountants, as Statutory Auditors of the Company be and is hereby ratified, to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company, and that the Board of Directors/Audit Committee of the Board be and is hereby authorized to fix their remuneration."

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to the requirements of Listing Agreement and provisions of Sections 149, 152 and 160 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Appointment and Qualifications of Directors) Rules, 2014, Ms. Tripti Pande Desai (DIN: 07129494), who was initially appointed as an Additional Director by the Board of Directors at its meeting held on 31st March, 2015 and who holds office until the conclusion of this Annual General Meeting, and in respect of whom Company has received a notice in writing from a member under section 160 of the Companies Act, 2013, signifying his intention to propose Ms. Tripti Pande Desai as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a period of five consecutive years term up to 30th March, 2020 and whose term of office shall not be liable to retire by rotation."
5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 160 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Appointment and Qualifications of Directors) Rules, 2014, Shri Arvind Sharma (DIN: 00012177), who was initially appointed as an Additional Director by the Board of Directors at its meeting held on 30th May, 2015 and who holds office until the conclusion of this Annual General Meeting, and in respect of whom Company has received a notice in writing from a member under section 160 of the Companies Act, 2013, signifying his intention to propose his candidature to be appointed as a director, be and is hereby appointed as a Director of the Company whose term of office shall be liable to retire by rotation."
6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 160 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Appointment and Qualifications of Directors) Rules, 2014, Shri Varun Gupta (DIN: 00793728), who was initially appointed as an Additional Director by the Board of Directors at its meeting held on 30th May, 2015 and who holds office until the conclusion of this Annual General Meeting, and in respect of whom Company has received a notice in writing from a member under section 160 of the Companies Act, 2013, signifying his intention to propose his candidature to be appointed as a director, be and is hereby appointed as a Director of the Company whose term of office shall be liable to retire by rotation."
7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to the requirements of Listing Agreement and provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014, Shri Jagdish Singh Dalal (DIN: 02251250) be and is hereby appointed as an Independent Director of the Company, for a term of five consecutive years effective from 31st March, 2015, whose term of office shall not be liable to retire by rotation."
8. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
"RESOLVED THAT pursuant to the requirements of Listing Agreement and provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014, Shri Satish Chand (DIN: 02615736) be and is hereby appointed as an Independent Director of the Company, for a term of five consecutive years effective from 31st March, 2015, whose term of office shall not be liable to retire by rotation."
9. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:
"RESOLVED THAT in supersession to the earlier resolution passed in the 20th Annual General Meeting of the members held on 24th day of August 2011 and pursuant to the provisions of Section 180(1)(a) read with other provisions of the Companies Act, 2013 and Articles of Association of the Company, consent of the members be and are hereby accorded to sale, lease or otherwise dispose of the whole or substantially the whole of the properties, assets and undertakings of the Company at any time and on such terms and conditions as the Board of Directors of the Company may deem fit and the Board of Directors of the Company is authorized to take all such decisions and actions as may be deemed fit."
10. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:
"RESOLVED THAT pursuant to the provisions of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Sections 196, 197 and 203 and Schedule V of the Companies Act, 2013 and enactment thereof from time to time, and

other applicable provisions, if any, of the Companies Act, 2013, or any other law in force, the consent of the Company be and is hereby accorded to the appointment of Shri Arvind Sharma (DIN: 00012177) as Managing Director of the Company for a period of five consecutive years with effect from 1st day of June 2015 on the following terms and conditions:

- a) He shall be entitled to following remuneration, as Managing Director of the Company, subject to limits of remuneration under the provisions of Companies Act, 2013:

Salary: (including Basic Salary of Rs.105000.00; Company owned or leased accommodation subject to ceiling of 50 % of Salary OR In case no accommodation is provided by the Company, House Rent Allowance shall be paid Rs.50000/-, whichever is less, not exceeding Rs.155000/- per month with the authority to the Chairman of the Board / Nomination and Remuneration Committee to determine and regulate the remunerations within the aforesaid limit, from time to time; and

Other perquisites and/or benefits: encashment of leave; employee loan; personal accident insurance policy; health insurance policy; travel insurance; facility of mobile/telephone or any other communication devices; and any other perquisite as per the prevailing policy/ rules of the Company and/or as may be approved and decided by the Board of Directors / Nomination and Remuneration Committee of the Board of the Company, from time-to-time."

"RESOLVED FURTHER THAT in accordance with the provisions of Section 197(3) read with Schedule V and the notifications issued under the Schedule of the Companies Act, 2013 and subject to such approvals as may be necessary, the remuneration as set out above may be paid as minimum remuneration to Shri Arvind Sharma, Managing Director of the Company in the absence or inadequacy of profits in any financial year."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter and vary the terms and conditions of appointment of Shri Arvind Sharma as Managing Director, on the recommendation of Nomination and Remuneration Committee, as it may, in its discretion deem fit in accordance with the relevant provisions of the Companies Act, 2013 and Schedule V attached thereto or any statutory amendment(s) thereof."

11. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Sections 196, 197 and 203 and Schedule V of the Companies Act, 2013 and enactment thereof from time to time, and other applicable provisions, if any, of the Companies Act, 2013, or any other law in force, the consent of the Company be and is hereby accorded to the appointment of Shri Varun Gupta (DIN: 00793728) as Whole Time Director of the Company for a period of five consecutive years with effect from 1st day of June 2015 on the following terms and conditions:

- a) He shall be entitled to following remuneration, as Whole Time Director of the Company, subject to limits of remuneration under the provisions of Companies Act, 2013:

Salary: (including Basic Salary of Rs.30000.00; Company owned or leased accommodation subject to ceiling of 50 % of Salary OR In case no accommodation is provided by the Company, House Rent Allowance shall be paid Rs.15000/-, whichever is less, not exceeding Rs.45000/- per month with the authority to the Chairman of the Board / Nomination and Remuneration Committee to determine and regulate the remunerations within the aforesaid limit, from time to time; and

Other perquisites and/or benefits: encashment of leave; employee loan; personal accident insurance policy; health insurance policy; travel insurance; facility of mobile/telephone or any other communication devices; and any other perquisite as per the prevailing policy/ rules of the Company and/or as may be approved and decided by the Board of Directors / Nomination and Remuneration Committee of the Board of the Company, from time-to-time."

"RESOLVED FURTHER THAT in accordance with the provisions of Section 197(3) read with Schedule V and the notifications issued under the Schedule of the Companies Act, 2013 and subject to such approvals as may be necessary, the remuneration as set out above may be paid as minimum remuneration to Shri Varun Gupta, Whole Time Director of the Company in the absence or inadequacy of profits in any financial year."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter and vary the terms and conditions of appointment of Shri Varun Gupta as Whole Time Director, on the recommendation of Nomination and Remuneration Committee, as it may, in its discretion deem fit in accordance with the relevant provisions of the Companies Act, 2013 and Schedule V attached thereto or any statutory amendment(s) thereof."

12. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT in suppression of the earlier resolutions passed, pursuant to the provisions of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, and enactment thereof from time to time, of the Companies Act, 2013, or any other law in force, the consent of the Company be and is hereby accorded to the re-designation of Shri Raj Kumar Gupta as Whole Time Director and Chairman of the Company with effect from 1st day of June 2015 for the remaining period of his appointment till 30th day of September 2019 on the existing terms and conditions of the remunerations payable to him as approved by the members in their 23rd Annual General Meeting held on 29th day of September 2014."

"RESOLVED FURTHER THAT in accordance with the provisions of Section 197(3) read with Schedule V and the notifications issued under the Schedule of the Companies Act, 2013 and subject to such approvals as may be necessary, the remuneration as set out above may be paid as minimum remuneration to Shri Raj Kumar Gupta, Whole Time Director of the Company in the absence or inadequacy of profits in any financial year."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to alter and vary the terms and conditions of appointment of Shri Raj Kumar Gupta as Whole Time Director and Chairman, on the recommendation of Nomination and Remuneration Committee, as it may, in its discretion deem fit in accordance with the relevant provisions of the Companies Act, 2013 and Schedule V attached thereto or any statutory amendment(s) thereof."

By order of the Board
FOR VINTRON INFORMATICS LIMITED

Sd/-
(RAJ KUMAR GUPTA)
Chairman and Whole time Director
DIN: 00019125

Place : F-90/1A, Okhla Industrial Area
Phase-I, New Delhi-110020
Date : 28th July, 2015

NOTES:

- 1) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE VALID INSTRUMENT OF PROXY, IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF MEETING.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.

- 2) A Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out the material facts concerning relevant items of business to be transacted is annexed hereto.
- 3) Corporate members are requested to send a duly certified copy of the resolution passed by their board of directors authorizing their representatives to attend and vote at the Annual General Meeting.
- 4) Members are requested to note that the equity shares of the Company are compulsorily traded in dematerialized form. Members are therefore advised to immediately de-materialize their shareholding to avoid any inconvenience in future.
- 5) Electronic copy of the Annual Report for 2014-15 is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2014-15 is being sent in the permitted mode.
- 6) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
- 7) The documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours on all working days except Saturdays, Sundays and other public Holidays between 2.00 P.M. to 4.00 P.M. up to one day prior to the date of Annual General Meeting.
- 8) The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, the 8th day of September, 2015 to Monday, the 14th day of September 2015 (both days inclusive).
- 9) Members are requested to bring their copies of Annual Report to the meeting, as spare copies will not be available.
- 10) Instructions for e-Voting are as follows:

- a) In compliance with provisions of Clause 35B of the Listing Agreement read with provisions of Section 108 of the Companies Act, 2013, and Rule 20 of the Companies (Management & Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Rules, 2015, the shareholders may exercise their option to participate through electronic voting system and the Company is providing the facility for voting by electronics means (e-voting) to all its members. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facilities and enabling the members to cast their vote in a secured manner. It may be noted that this e-voting facility is optional. The facility will be available at the link www.evoting.nsdl.com during the following voting period:

Commencement of e-voting	From 9.00 A.M. on 11th day of September, 2015
End of e-voting	Upto 5.00 P.M. on 13th day of September, 2015

E-voting shall not be allowed beyond 5.00 p.m. on 13th day of September, 2015. During the E-voting period, the shareholders of the Company holding shares either in physical form or dematerialized form, as on the closing of business hours of the cut-off date, may cast their vote electronically. The cut-off date of e-voting is 7th day of September, 2015.

- b) "Voting by electronic means" or "electronic voting system" means a 'secured system' based process of display of electronic ballots, recording of votes of the members and the number of votes polled in favour or against, such that the entire voting exercised by way of electronic means gets registered and counted in an electronics registry in the centralized server with adequate 'cyber security'.

It also help the shareholders to cast their vote from anywhere and at any time during E-voting period.

Process/Manner of e-voting For the Shareholders:

The detailed instructions for E-voting have been given separately in the E-voting form, enclosed herewith.

In case of any queries, you may refer the frequently asked question (FAQs) – Shareholders and e-voting user manual—Shareholders, available at the downloads section of www.evoting.nsdl.com

- c) A person whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date (i.e. 7th September, 2015) only shall be entitled to avail the facility of remote e-voting as well as voting in the Annual General Meeting through ballot paper.
- d) The login ID and password for e-voting are being sent to the members, who have not registered their e-mail IDs with the Company, along with physical copy of the notice. Those members who have registered their e-mail IDs with the Company/their respective Depository Participants are being forwarded the login ID and password for e-voting by e-mail.
- e) The Company has appointed Mr. Mahesh Kumar Gupta, Practicing Company Secretary, Proprietor of Mahesh Gupta & Company (Membership No.FCS-2870/CP No.1999) as 'scrutinizer' for conducting and scrutinizing the e-voting process in a fair and transparent manner.
- f) The Chairman shall, at the Annual General Meeting, at the end of discussion on the Resolutions on which voting is to be held, allow voting, with the assistance of Scrutinizer, by use of "ballot paper" or "polling paper" for all those Members who are present at the annual general meeting but have not cast their votes by availing the remote e-voting facility.
- g) The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company

and shall make not later than three days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same and declare the result of voting forthwith.

- h) The results shall be announced on or after the 24th Annual General Meeting of the Company. The results declared along-with the Scrutinizer's report shall be placed on the Company's website www.vintroninformatics.com and on the website of the NSDL within three (3) working days of passing of the resolutions at the 24th Annual General Meeting of the Company on 14th September, 2015 and communicated to the stock exchange/s.

RESUME OF DIRECTOR BEING RE-APPOINTED

Shri Raj Kumar Gupta is a Mechanical Engineer from the Birla Institute of Technology and Sciences (BITS), Pilani, and since 1977 he has been into the Electronics & Computer Industry, and gained wide experience in Electronics Industry. Shri Raj Kumar Gupta is one of the main Promoter Director of the Company.

EXPLANATORY STATEMENT:

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the Notice and should be taken as forming part thereof.

Item No. 4

To comply with the requirements of Listing Agreement and provisions of Section 149 of the Companies Act, 2013 regarding appointment of Woman Director, the Board of Directors of the Company at their meeting held on 31st March, 2015 appointed Ms. Tripti Pande Desai as an Additional Director, on recommendation of the Nomination and Remuneration Committee, who holds office up to the ensuing Annual General Meeting. Ms. Tripti Pande Desai holds the degree of M. Phil and Ph. D Bachelors in Organizational Behaviour.

She has 31 years of work experience out of which 6 years were spent in the private sector and 25 years in the teaching, training, consulting and assessment space. She has also taught as a visiting professor at Leuphana University, Lueneburg, Germany.

The Company has received from Ms. Tripti Pande Desai (i) consent in writing to act as director in Form DIR- 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The Company has received notice in writing from a member along with the deposit of requisite amount under the provisions of Section 160 of the Companies Act, 2013 proposing her candidature for the office of Independent Director.

The Board recommends the appointment of Ms. Tripti Pande Desai as Director of the Company, whose term of office shall not be subject to retirement by rotation, for the approval of members.

In the opinion of the Board of Directors, Ms. Tripti Pande Desai, the Independent Director proposed to be appointed, fulfills the conditions specified in the Act and the Rules made thereunder and she is independent of the Management.

Except Ms. Tripti Pande Desai, none of the other Directors / Key Managerial Personnel of the Company / their relatives is/are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

Item No.5

As recommended by the Nomination and Remuneration Committee, the Board of Directors of the Company appointed Shri Arvind Sharma as an Additional Director pursuant to Section 161 of the Companies Act, 2013 effective from 30th May, 2015 and he holds the office up to the ensuing Annual General Meeting. Shri Arvind Sharma holds the degree of B.E and is an alumnus of BITS Pilani. He has been associated with the Company since April, 2013 in the various capacities. He possesses overall experience of more than 25 years. The Company has received notice in writing from a member along with the deposit of requisite amount under the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director.

Board recommends the appointment of Shri Arvind Sharma as Director of the Company, whose term of office shall be subject to retirement by rotation, for the approval of Members.

Except Shri Arvind Sharma, none of the other Directors / Key Managerial Personnel of the Company / their relatives is/are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

Item No.6

As recommended by the Nomination and Remuneration Committee, the Board of Directors of the Company appointed Shri Varun Gupta as an Additional Director pursuant to Section 161 of the Companies Act, 2013 effective from 30th May, 2015 and he holds the office up to the ensuing Annual General Meeting. Shri Varun Gupta holds the degree of Bachelors in Business Administration from Lancaster University, United Kingdom. He has been associated with the Company for a long time in the various capacities. He possesses overall experience of more than 8 years. The Company has received notice in writing from a member along with the deposit of requisite amount under the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director.

Board recommends the appointment of Shri Varun Gupta as Director of the Company, whose term of office shall be subject to retirement by rotation, for the approval of Members.

Except Shri Varun Gupta and Shri Raj Kumar Gupta being father of the appointee, none of the other Directors / Key Managerial Personnel of the Company / their relatives is/are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

Item No.7

Shri Jagdish Singh Dalal is serving on the Board of your Company as Independent Director, whose office is liable to retirement by rotation under the provisions of the Companies Act, 1956.

Shri Jagdish Singh Dalal is a Master in Military Science from Madras University is a retired Govt. servant. He has worked with Indian Air Force as a Pilot Officer and Air Commodore till October 2000. During his period of employment with the Indian Air Force, he has handled very challenging and responsible assignments. He has commanded major equipment Depots and been Director-Purchase in Air HQ involving Foreign and Indigenous purchases. He has also been Director-Maintenance & Administration involving financial responsibilities and he has been awarded "Vishisht Sewa Medal" and "Ati Vishisht Sewa Medal" by the President of India for his services of highest order. He has got

specialization in inventory management, control of equipments and spares, personnel management, planning & control of funds and budgeting etc. Shri Jagdish Singh Dalal has been on the Board of Directors of the Company since 30th October 2002 and during the period since his association with the Company he has been of immense help by providing valuable advice and contribution in the entire process of reviving the Company from its sickness and further growth of the Company.

According to the Section 149 (10) of the Companies Act, 2013 states that an Independent Director can hold office for maximum two terms of up to five consecutive years on the Board and Section 149 (13) of the said Act states that the provisions relating to retirement of directors by rotation shall not apply to the appointment of Independent Directors. Further, according to the Circular No. 14/2014 dated 9th June, 2014 of the Ministry of Corporate Affairs requires that the appointment of Independent Directors is to be made expressly under the provisions of Section 149 of the Companies Act, 2013.

Accordingly, the Board at its meeting held on 31st March, 2015 has appointed Shri Jagdish Singh Dalal, as an Independent Director of the Company for a term of five consecutive years effective from 31st March, 2015, subject to the approval of shareholders.

The Company has received notice in writing from a member under Section 160 along with the deposit of requisite fee, proposing his candidature for the office of Independent Director of the Company.

The Company has received from Shri Jagdish Singh Dalal (i) consent in writing to act as director in Form DIR- 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The Board of Directors considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as Independent Director. Hence, Board recommends the Ordinary Resolution as set out in Item No. 7 of the Notice, for the approval of members.

In the opinion of the Board of Directors, Shri Jagdish Singh Dalal, the Independent Director proposed to be appointed, fulfills the conditions specified in the Act and the Rules made thereunder and he is independent of the Management.

Except Shri Jagdish Singh Dalal, none of the other Directors / Key Managerial Personnel of the Company / their relatives is/are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.7 of the Notice.

Copy of letter of appointment of Independent director setting out the terms and conditions of appointment would be available for inspection at the registered office of the Company during 11:00 a.m. to 1:00 p.m. on any working day of the Company.

Item No.8

Shri Satish Chand is serving on the Board of your Company as Independent Director, whose office is liable to retirement by rotation under the provisions of the Companies Act, 1956.

Shri Satish Chand, aged about 52 years is a Chartered Accountant by profession and practicing as a partner of firm namely Satish C. & Co. since 1989. During his long working experience of more than 25 years, he has been involved in to various accounting and financial activities viz. due diligence, project appraisals, feasibility studies, income tax matters, Company law matters and auditing of accounts for number of his prestigious clients.

According to the Section 149 (10) of the Companies Act, 2013 states that an Independent Director can hold office for maximum two terms of up to five consecutive years on the Board and Section 149 (13) of the said Act states that the provisions relating to retirement of directors by rotation shall not apply to the appointment of Independent Directors. Further, according to the Circular No. 14/2014 dated 9th June, 2014 of the Ministry of Corporate Affairs requires that the appointment of Independent Directors is to be made expressly under the provisions of Section 149 of the Companies Act, 2013.

Accordingly, the Board at its meeting held on 31st March, 2015 has appointed Shri Satish Chand, as Independent Director of the Company for a term of five consecutive years effective from 31st March, 2015, subject to the approval of shareholders.

The Company has received notice in writing from a member under Section 160 along with the deposit of requisite fee, proposing his candidature for the office of Independent Director of the Company.

The Company has received from Shri Satish Chand (i) consent in writing to act as director in Form DIR- 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The Board of Directors considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as Independent Director. Hence, Board recommends the Ordinary Resolution as set out in Item No.8 of the Notice, for the approval of members.

In the opinion of the Board of Directors, Shri Satish Chand, the Independent Director proposed to be appointed, fulfills the conditions specified in the Act and the Rules made thereunder and he is independent of the Management.

Except Shri Satish Chand, none of the other Directors / Key Managerial Personnel of the Company / their relatives is/are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.8 of the Notice.

Copy of letter of appointment of Independent director setting out the terms and conditions of appointment would be available for inspection at the registered office of the Company during 11:00 a.m. to 1:00 p.m. on any working day of the Company.

Item No.9

As the members are aware that on the basis of Financial Result for the year ended March 2003, the Company became a Sick Industrial Company and a scheme of revival was approved by the Hon'ble BIFR during December 2009. The remaining unimplemented part of the said scheme of revival is under implementation although the Company has come out of the purview of BIFR during December 2010 on its net worth becoming positive. However, as informed to the members during earlier years, the Company is facing acute shortage of working capital to re-start its full operations. The promoters and directors have already exhausted their resources during settlement with the secured creditors and are facing difficulty in arranging further funds for working capital from outside.

The members may appreciate that on the one hand, the Company is facing acute shortage of working capital and on the other hand, the Company has huge fixed assets which is lying Idle and is not in their optimum use. The operations of the Company do not require such huge property whereas in case the Company converts the unutilized/idle fixed assets into working capital fund, it will help maximize operations

thereby expediting fast recovery. The operations of the Company can continue and achieve new heights in case the Company is able to arrange funds for working capital. The funds blocked in fixed assets lying idle can cater to the working capital requirements of the Company and the Company's operations can carry even from smaller premises whether owned or taken on lease.

It was therefore, considered by the Board that the Company may proceed to liquidate its properties which are not in optimum use and utilize the funds for working capital needs to enhance the working of the Company and accordingly, the members had also approved the same in their meeting held on 24th day of August, 2011. However in view of the amendments in provisions of the Companies as brought by way of Companies Act, 2013, it was considered prudent to obtain the consent of the members once again.

Hence, your Directors recommend the resolution for your approval as special resolution as Item No. 9 of the notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives is/are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice.

Item No.10

After due consideration and recommendations of the Nomination and Remuneration Committee, Shri Raj Kumar Gupta was re-appointed as Chairman and Managing Director of the Company by the Board of Directors in their meeting held on 29th day of July 2014 and his re-appointment was lastly confirmed by the members in their 23rd Annual General Meeting held on 29/09/2014, for another period of five years commenced from 1st day of October 2014 till 30th day of September 2019. However, upon recommendations of the Nomination and Remuneration Committee of the Board of Directors, the Board appointed Shri Arvind Sharma as Managing Director of the Company at its meeting held on 30th day of May 2015 for a period of five years with effect from 1st day of June 2015 till 31st May 2020. The remuneration package proposed for Shri Arvind Sharma is within the prescribed limits of Schedule V read with Section 196, 197 and 203 of the Companies Act, 2013.

Shri Arvind Sharma holds the degree of B.E and is an alumnus of BITS Pilani. He has been associated with the Company since April, 2013 in the various capacities. He possesses overall experience of more than 25 years.

None of the other Directors except Shri Arvind Sharma, any Key Managerial Personnel of the Company and their relatives is/are, in any way, concerned or considered to be interested in this resolution except his shareholding in the Company, financially or otherwise, in the resolution set out at Item No. 10 of the Notice.

The Board recommends the Special Resolution as set out in Item No. 10 of the Notice, for the approval of members.

Item No.11

After due consideration and recommendations of the Nomination and Remuneration Committee, the Board appointed Shri Varun Gupta as Whole Time Director of the Company at its meeting held on 30th day of May 2015 for a period of five years with effect from 1st day of June 2015 till 31st May 2020. The remuneration package proposed for Shri Varun Gupta is within the prescribed limits of Schedule V read with Section 196, 197 and 203 of the Companies Act, 2013.

Shri Varun Gupta holds the degree of Bachelors in Business Administration from Lancaster University, United Kingdom. He has been associated with the Company for a long time in the various capacities. He possesses overall experience of more than 8 years.

Except Shri Varun Gupta (the appointee) and Shri Raj Kumar Gupta being the father of the appointee, none of the other Directors / Key Managerial Personnel of the Company / their relatives is/are, in any way, concerned or considered to be interested in this resolution except their shareholding in the Company, financially or otherwise, in the resolution set out at Item No. 11 of the Notice.

The Board recommends the Special Resolution as set out in Item No.11 of the Notice, for the approval of members.

Item No. 12

After due consideration and recommendations of the Nomination and Remuneration Committee of the Board of Directors, Shri Raj Kumar Gupta be re-designated as Whole Time Director and Chairman of the Company for the remaining period of his appointment commenced from 1st day of June 2015 till 30th day of September 2019 pursuant to provisions of Section 196, 197 and 203 and all other provisions of the Companies Act, 2013.

Shri Raj Kumar Gupta is a Mechanical Engineer from the Birla Institute of Technology and Sciences (BITS), Pilani, and since 1977 he has been into the Electronics & Computer Industry, and gained wide experience in Personal Computers and Computer Peripheral Industry. Shri Raj Kumar Gupta is one of a main Promoter Director of the Company.

Except Shri Raj Kumar Gupta and Shri Varun Gupta (son of Shri Raj Kumar Gupta), none of the other Director(s) / Key Managerial Personnel of the Company and their relative(s) is/are concerned or considered to be interested in this resolution except their shareholding in the Company, financially or otherwise, in the resolution set out at Item No. 12 of the Notice.

The Board recommends the Special Resolution as set out in Item No.12 of the Notice, for the approval of members.

By order of the Board
FOR VINTRON INFORMATICS LIMITED

Sd/-
(RAJ KUMAR GUPTA)
Chairman and Whole time Director
DIN: 00019125

Place : **F-90/1A, Okhla Industrial Area**
Phase-I, New Delhi-110020
Date : **28th July, 2015**

VINTRON INFORMATICS LIMITED

CIN: L72100DL1991PLC045276

Regd. Office: F-90/1A, Okhla Industrial Area, Phase-I, New Delhi-110020

Form. No. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):

Registered Address :

E-Mail ID: Folio No./Client ID: DP ID:

I/We, being the Member(s) of the Company, holding..... equity shares of the above named Company, hereby appoint 1. Name: Of failing him 2. Name: ofor failing him 3. Name: of as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the Company to be held on Monday, the **14th day of September, 2015 at 10:00 A.M.** at Arya Auditorium, Desraj Campus, C-Block, East of Kailash, New Delhi-110065 and at any adjournment thereof in respect of such Resolutions as are indicated below:

S. No.	Resolutions	Optional	
	Ordinary Business	For	Against
1.	Adoption and approval the financial statements, Directors' and Auditors' Report thereon for the financial year ended on 31.03.2015		
2.	Appointment a Director in place of Shri Raj Kumar Gupta (DIN:00019125), who retires by rotation and being eligible offers himself for re-appointment		
3.	Ratification of Appointment of M/s. O. P. Bagla & Co., Statutory Auditors of the Company		
	Special Business		
4.	Appointment of Ms. Tripti Pande Desai (DIN:07129494) as an Independent Director of the Company for five consecutive years for a term up to 30th March, 2020		
5.	Appointment of Shri Arvind Sharma (DIN:00012177) as a Director of the Company, liable to be retire by rotation		

P.T.O.

VINTRON INFORMATICS LIMITED

CIN: L72100DL1991PLC045276

Regd. Office: F-90/1A, Okhla Industrial Area, Phase-I, New Delhi-110020

ATTENDANCE SLIP

24TH ANNUAL GENERAL MEETING

I/We hereby certify that I/we am/are the Registered Shareholder/Proxy for the Registered Shareholder of the Company and I/we hereby record my/our presence at the Twenty Fourth Annual General Meeting of the Company to be held on Monday, the 14th day of September, 2015 at 10.00 a.m. at Arya Auditorium, Desraj Campus, C-Block, East of Kailash, New Delhi-110065 and at any adjournment thereof.

Particulars of the member(s)

Name of the Member(s) :

Name of the Proxy:

Regd. Folio/DP & Client ID : No. of Shares Held :

Note:

1. Member(s)/Proxy(s) are requested to please bring this slip duly filled-in and sign the same at the time of handing over at the meeting hall.
2. Authorized Representatives of the Corporate Member(s) shall produce the proper authorization issued in their favour.
3. Attendance Slip in photocopy shall not be entertained.
4. No Gift / Coupons shall be distributed to the member(s) attending the meeting.

S. No.	Resolutions	Optional	
	Ordinary Business	For	Against
6.	Appointment of Shri Varun Gupta (DIN:00793728) as a Director of the Company, liable to be retire by rotation		
7.	Appointment of Shri Jagdish Singh Dalal (DIN:02251250) as an Independent Director of the Company for five consecutive years for a term up to 30th March, 2020		
8.	Appointment of Shri Satish Chand (DIN:02615736) as an Independent Director of the Company for five consecutive years for a term up to 30th March, 2020		
9.	Approval and authorization to the Board of Directors for sale, lease or dispose off the properties, assets and undertakings		
10.	Appointment of Shri Arvind Sharma as Managing Director of the Company and remunerations payable to him for a period of five years with effect from 1st June 2015		
11.	Appointment of Shri Varun Gupta as Whole Time Director of the Company and remunerations payable to him for a period of five years with effect from 1st June 2015		
12.	Re-designation of Shri Raj Kumar Gupta as Whole Time Director and Chairman of the Company for the remaining period of his previous appointment till 30th September 2019		

Signed this.....day of.....2015

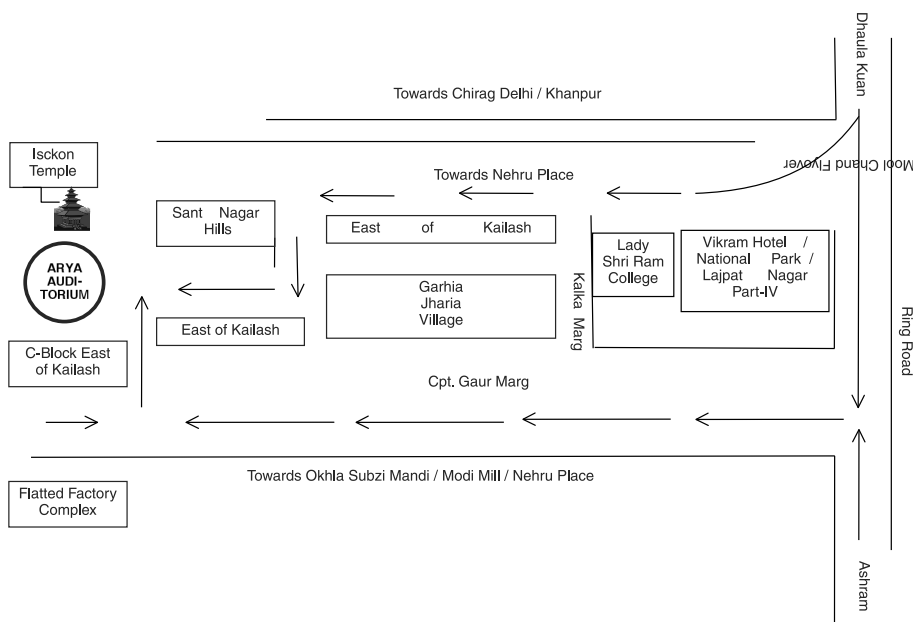
Affix
Revenue
Stamp

.....
Signature of the Proxy Holder(s):

.....
Signature of the Shareholder(s)

NOTES:

1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For Resolutions, Explanatory Statements and Notes, please refer to the Notice of 24th Annual General Meeting of the Company.
3. It is Optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the, 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of Member(s) in above box before submission to the Company.



Vintron

Vintron Informatics Limited



24th Annual Report 2014-2015

BOARD OF DIRECTORS

Shri Raj Kumar Gupta, Chairman & Whole Time Director

Shri Arvind Sharma, Managing Director

Shri Varun Gupta, Whole Time Director

Shri Jagdish Singh Dalal, Independent Director

Shri Satish Chand, Independent Director

Ms. Tripti Pande Desai, Independent Director

COMPANY SECRETARY

Ms. Kajal Gupta

CHIEF FINANCIAL OFFICER

Shri Dinesh Kumar Gupta

STATUTORY AUDITORS

M/s. O. P. Bagla & Co.

8/12, Kalkaji Extension

New Delhi - 110019

INTERNAL AUDITORS

M/s. S. Agarwal & Co.

123, Vinoba puri, Iajpat Nagar-II

New Delhi - 110024

SHARE TRANSFER AGENT

Regd. Office:

M/s. Skyline Financial Services Pvt. Ltd.

D-153/A, First Floor

Okhla Industrial Area, Phase-I

New Delhi - 110020

BANKERS

HDFC Bank Limited

Plot No. 4, Capital Trust House-II

Maa Anandmayi Marg,

Okhla Indl. Area Phase-II

New Delhi - 110020

Registered Office & Works :

F-90/1A, Okhal Industrial Area,

Phase-I, New Delhi - 110020

CIN: L72100DL1991PLC045276

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DIRECTORS' REPORT AND MANAGEMENT DISCUSSION & ANALYSIS

To
The Members,

Your Directors have pleasure in presenting the Twenty Fourth Annual Report together with Audited Financial Statements which includes Balance Sheet, Profit & Loss Account and Cash Flow Statement of the Company for the year ended on 31st March 2015.

BUSINESS AFFAIRS & PHILOSOPHY

Your Company and its management has always been cautious of its brand and corporate image apart from its corporate social responsibility. Even within the limitation of having limited resources and infrastructure available at its disposal, the management of the Company has worked out product basket considering the strength of the Company and market acceptability and is consistently improving upon the same, so as to ensure that the products of the Company command its respect and demand in the market in terms of quality, service, acceptability, competitiveness etc. apart from giving maximum return on investment thereby multiplying the investors fund. After sanction of the revival scheme from the Hon'ble BIFR, the Company has been consistently making its efforts to re-establish its brand and product in the market. With emphasis on quality, competitiveness and service, the Company and its management is confident to itself on the rapid growth path very shortly. The Company has always endeavoured to provide innovative products with quality and the said approach of the management of your Company stands more strengthened by every passing moment.

OUTLOOK

The Company has reviewed its product basket and in consistency with the market demand and business prospect, it has been concentrating on security related products. In view of the financial constraints, the Company has been doing trading as well as manufacturing activities in security related products and services. Your Company, during limited period and under limited resources, has been able to create and capture a sizeable portion of security industry by trading and manufacturing digital video recorders, CCTV Cameras, Digital Call Bell Alarms and other products including accessories thereof. With the growth of crime and awareness in the society, the size of consumer is phenomenally increasing by every passing day in security related products and even the middle class of the Country has become a substantial portion of consumers of this industry. With the increase of spending power and corresponding individual threats, the demand in security related products are multiplying by every passing day as is even evident from the demand of the products of your Company. With the current trend, your Company, with its quality and services, is confident to become a market leader in northern India within a very short span of time and the management is confident to achieving the same at its earliest.

Your Company's performance during the year as compared to the last year is as under:

FINANCIAL RESULTS AND PERFORMANCE

We give below the financial highlights for the year under review :-

PARTICULARS	(RS. IN LACS)	
	Current Year	Previous Year
Turnover & Other Income/Income from Operations (including Job work)	1,939.02	2,472.65
Profit/(Loss) before Depreciation, Interest/Financial Charges and Tax	124.83	276.15
Depreciation	77.03	301.33
Interest and Financial Charges	23.15	0.00
Profit/(Loss) before Extra-ordinary Items	24.65	(25.18)
Extra Ordinary Items Written Off	0.00	5.47
Profit/(Loss) after Extra-ordinary Items, but before Income Tax	24.65	(30.65)
Income Tax Adjustments	1.40	0.00
Profit/(Loss) after Tax	23.25	(30.65)
Surplus brought forward	(3,715.33)	(3,684.68)
Balance in Profit & Loss A/c	(3,692.08)	(3,715.33)

Despite of all the constraints including non-adequate working capital and inability of the Company in raising fresh funds because of the recent rehabilitation from sickness of the Company in the recent past, the Company and its Directors have made all attempts and efforts to optimally utilize all the resources available at their disposal and although the net worth of the Company is positive, however, due to limitation and constraints upon the available

DIRECTORS' REPORT AND MANAGEMENT DISCUSSION & ANALYSIS Contd.

working capital coupled with the unfavourable market condition, the net profit of the Company has turned negative, despite of operational profits. The revenue of the Company has decreased by 21.73% whereas the operational profit has decreased by 45.75% approx. as compared to the last year with the same resources, although, there being a negative net profit because of amortization of certain one-time expense.

Your management is confident that during the current year, the working capital fund requirement of the Company shall also be slowly met by arranging fresh funds for which the Directors of the Company are making all their efforts and with the strength of its products, quality, marketing and other infrastructure facilities, the Company is confident that it will once again make a sizeable market and profitability in its operations. With this commitment to the investors, work force and society at large, the management reassures you that your directors are putting all their efforts to arrange the working capital, which may take some time in view of the past history of the Company. But, they are confident about the potential of the Company and express their gratitude for the confidence reposed by the investors and all other stake holders.

DIVIDEND

Considering the results of the Company and in view of the accumulated losses together with the huge requirement of working capital, the Board has not recommended dividend on shares.

OUTLOOK ON THREATS, RISKS AND CONCERNS

The Company has an integrated approach to managing the risks inherent in various aspects of its business. As a part of this approach, the Board of Directors is responsible for monitoring risk levels on various parameters, and the Board of Directors supported by professionals in various fields is responsible for ensuring implementation of mitigation measures, if required. The Audit Committee provides the overall direction on the risk management policies.

The over all economic environment will have a strong bearing on how things shape in the coming years. Falling prices of the electronic products due to increasing competitiveness with the introduction of multiple variants in each product are potential risks. The over all Industrial and Business sentiment has been low during the last financial year. Your Company, therefore has planned to introduce high quality technically advanced gadgets in the Company's product basket once it meets the working capital requirement to start its operations in full capacity, which will expedite its revival scheme. The Company has already ventured into manufacturing and dealing of high quality CCTV cameras and Digital Video Recorders (DVR) meant for CCTV Cameras. Your Company, however, is confident that with further improvement in quality, competitively priced products and their utility, it will be able to expand its market share.

SEGMENT WISE PERFORMANCE

The Company has been operating in the electronic industry and dealing and manufacturing only electronic products including Security & Surveillance related electronic equipments. The Company's products are mainly electronic and therefore there is a single segment of operation. In view of the same, segment wise reporting is not required.

INTERNAL CONTROL SYSTEMS AND ADEQUACY

The Internal Control Systems of the Company are designed to provide adequate assurance on the efficiency of the operation and security of its assets, and the Company is committed to high standards in this regard. The accounting records are adequate for preparation of financial statements and other financial information. The adequacy and effectiveness of the Internal Control as well as compliance with laid down systems and policies are comprehensively monitored by your Company's Internal Auditors. The Audit Committee of the Board, which meets regularly, actively reviews Internal Control Systems as well as financial disclosures.

HUMAN RESOURCES AND INDUSTRIAL RELATIONS

The Company continues to have excellent employee relations. Your Directors acknowledge and thank the employees for their continuous support. The Company has strong commitments to follow the best of the HR practices and believes in up-lifting the overall competence of its employees through regular training, workshops and seminars. The total number of employees and workforce at the end of the year was 197 as against 181 employees including permanent and irregular work force at the end of the previous year.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO

Information in respect of conservation of energy, technology absorption, and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is annexed herewith as Annexure-1

DIRECTORS' REPORT AND MANAGEMENT DISCUSSION & ANALYSIS Contd.

FIXED DEPOSITS

The Company has neither invited nor accepted any deposits from public within the meaning of the Companies (Acceptance of Deposit) Rules, 1975, during the last financial year.

SUBSIDIARY COMPANY

The Company does not have any subsidiary.

DIRECTORS

In accordance with the provisions of the Companies Act, 2013 and the Company's Articles of Association, Shri Raj Kumar Gupta, Director of the Company is retiring by rotation at the forthcoming Annual General Meeting and being eligible, offer himself for re-appointment. The Board recommends his re-appointment.

The Companies Act, 2013 requires that a woman Director should be member of the Board of Directors. Ms. Tripti Pande Desai was appointed as an additional / woman director by the Board of Directors in its meeting held on 31st day of March 2015 under the provisions of Section 149 and 152 of the Companies Act, 2013, and who holds office up to the ensuing Annual General Meeting. Pursuant to the provisions of Section 160 of the Companies Act, 2013, a notice in writing from a member has been received proposing her candidature for the office of Director for a period of five (5) years. The Board recommends her appointment as an independent / woman director on the Board of the Company not liable to be retired by rotation.

Further Shri Arvind Sharma and Shri Varun Gupta were appointed as the additional directors on the Board of the Company by the Board in its meeting held on 30th day of May 2015 under the provisions of Section 160 of the Companies Act, 2013, a notice in writing from a member has been received proposing their candidature for the office of director. The Board recommends their appointment as a director on the Board of the Company liable to be retired by rotation.

Shri Vikas Gulechha, Shri Parvesh Ahuja and Shri Satish Raychand Chopra, Directors of the Company have been resigned from the Board of Directors with effect from 28th day of July, 2015. The Board express its gratitude towards their valuable contribution during their tenure on the Board.

Your Directors welcome Ms. Tripti Pande Desai, Shri Arvind Sharma and Shri Varun Gupta on the Board of the Company.

Brief resume of the above Directors proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are given in the explanatory statement to the Notice convening the Annual General Meeting.

EVALUATION OF THE BOARD'S PERFORMANCE

In compliance to with the Companies Act, 2013 and Clause 49 of the Listing Agreement, the performance evaluation of the Board was carried out during the year under review. The Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board based on the criteria laid down by Nomination and Remuneration Committee which includes attendance, contribution at the meetings and otherwise, independent judgement, safeguarding of minority shareholders interest, adherence to Code of Conduct and business ethics, monitoring of regulatory compliance, risk management and review of internal control system etc.

DECLARATION UNDER SECTION 149 (6) OF THE COMPANIES ACT, 2013

The Board hereby declares that Shri Jagdish Singh Dalal, Shri Satish Chand and Ms. Tripti Pande Desai are the Independent Directors on the Board of Directors of the Company and they, in the opinion of the Board, are the persons of the integrity and possess relevant expertise and experience. They are neither promoter of the Company nor its holding, subsidiary or associate Company. It is further declared that they are not related to any promoter or Director in the Company, its holding, subsidiary or associate Company.

The aforesaid independent Directors neither directly nor through any of their relatives, has any pecuniary relationship with the Company, its holding, subsidiary or associate Company or their promoters or directors during two immediately financial years or during the current financial year.

All the Independent Directors have given Declarations that they meet the criteria of Independence as laid down under section 149(6) of the Companies Act, 2013 and Clause No. 49 of the Listing Agreement.

DIRECTORS' REPORT AND MANAGEMENT DISCUSSION & ANALYSIS Contd.

DIRECTORS RESPONSIBILITY STATEMENT UNDER SECTION 134 OF THE COMPANIES ACT, 2013

As required under Section 134 (3) (c) of the Companies Act, 2013, your Directors state that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) the directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

STATUTORY AUDITORS

The Auditors of the Company M/s. O. P. Bagla & Company, Chartered Accountants, New Delhi, retire on the conclusion of the ensuing Annual General Meeting in terms of the provisions of the Companies Act, 2013 (corresponding the Companies Act, 1956) and have offered themselves for re-appointment. The Company has received a certificate from the Auditors to the effect that their re-appointment, if made, would be within the prescribed limits specified under Sections 139 and 141 of the Companies Act, 2013.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Secretarial Audit has been carried out by M/s. Mahesh Gupta & Company, Practicing Company Secretary, and his report is annexed as Annexure-2.

AUDITORS' REPORT

The Auditors' Report to the members together with Accounts for the year ended on 31st March 2015 and Notes thereon is attached, which are self-explanatory.

DIRECTORS VIEW ON AUDITORS OBSERVATIONS

There is no adverse observation in the Auditors Report which needs any comments on the part of the Directors. The queries raised by the Auditors have been explained to the satisfaction of the Auditors and hence no comments are made under this para. The auditors report is self explanatory.

PARTICULARS OF EMPLOYEES

Information in accordance with the provisions of 134 and 197(12) of the Companies Act, 2013, read with Rule 5(1) the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, regarding employees is given in Annexure-3.

CORPORATE SOCIAL RESPONSIBILITY

With the enactment of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility) Rules, 2014 read with the various clarifications issued by the Ministry of Corporate Affairs. As per the Financial Statements attached hereto, the contents of Section 135 are not applicable to the Company.

VIGIL MECHANISM & WHISTLE BLOWER POLICY

The Company has a vigil mechanism for Directors and Employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. The mechanism provides for adequate safeguards against victimization of Directors and Employees who avail of the mechanism. In exceptional cases, Directors and Employees have direct access to the Chairman of the Audit Committee of the Board. The whistle blower policy is available at the Company's website www.vintroninformatics.com

NOMINATION AND REMUNERATION POLICY

The Company follows a policy on nomination and remuneration of Directors and Senior Management Employees. The policy is approved by the Nomination and Remuneration Committee of the Board. More details in this respect are prescribed in the Corporate Governance Report.

DIRECTORS' REPORT AND MANAGEMENT DISCUSSION & ANALYSIS Contd.

CORPORATE GOVERNANCE

A separate report of the Board of Directors of the Company on Corporate Governance is included in the Annual Report as Annexure-4 and the certificate from M/s. O. P. Bagla & Co., Statutory Auditors of the Company confirming compliance with the requirements of Corporate Governance as stipulated in Clause-49 of the Listing Agreement is attached as annexure-5.

LOANS & INVESTMENT BY THE COMPANY

The Board declares that it has neither made any loan or investment to any person or other body corporate(s) nor given any guarantee or security in connection with a loan to any other body corporate(s) or person(s). It is further declare that the Company has not acquired, whether by way of subscription, purchase or otherwise, the securities of any other body Corporate(s).

RELATED PARTY TRANSACTIONS

The Board declares that it has not entered into any contract, transactions or arrangement with any related party with respect to any sale, purchase or supply of any goods, material, property, services, appointment of agent(s), underwriting the subscription of any securities or derivatives of any Company or for appointment to any office or place of profit in the Company, its subsidiary or associate Company. The policy in respect of Related Party Transactions is disseminated on the Company's website www.vintroninformatics.com

AUDIT COMMITTEE

During the year all the recommendations of the Audit Committee were accepted by the Board. The Composition of the Audit Committee is as described in the Corporate Governance Report.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form_MGT-9 is annexed herewith as Annexure-6.

MEETINGS

During the year six (6) Board Meetings and six (6) Audit Committee Meetings were convened and held. The details of which are given in Corporate Governance Report.

MATERIAL CHANGES AFFECTING FINANCIAL POSITIONS OF THE COMPANY

No material changes have occurred and commitments made, affecting the financial position of the Company, between the end of the financial year of the Company and the date of this report. There is no order passed by any regulator or Court or Tribunal against the Company, impacting the going concern concept or future operations of the Company.

LISTING FEES

The Equity Shares of the Company continue to be listed at the Stock Exchange(s) of Bombay and Calcutta, and as on the date of signing of this report, the listing fees for Calcutta Stock Exchange is yet to be paid. Further that in terms of the Revival Scheme of the Company as sanctioned by the Hon'ble BIFR vide its order dated 02.06.2009, it was directed to the Delhi Stock Exchange (DSE) to de-list the equity capital of the Company from DSE and the necessary intimation has been made to DSE.

ACKNOWLEDGMENTS

The Board appreciates the efforts put in by all employees for their commitment, and dedication to fulfil their corporate duties with diligence and integrity. Your Directors are also pleased to place on record their appreciation for the excellent support received from Dealers, Business Associates and Customers by promoting and patronizing the products of the Company.

By order of the Board
FOR VINTRON INFORMATICS LIMITED

Sd/-
(RAJ KUMAR GUPTA)

Place: **F-90/1A, Okhla Industrial Area Phase-I, New Delhi-110020**
Date : **28th July, 2015**

Chairman & Whole Time Director
DIN: 00019125

ANNEXURE TO DIRECTORS' REPORT

ANNEXURE-1

Information as per Section 134(3)(M) of The Companies Act, 2013 read with Companies (Disclosure of Particulars of the Board of Directors) Rules, 2014 and forming part of the Directors' Report for the Year ended 31st March 2015.

A. CONSERVATION OF ENERGY

Your Company is not covered under Industries, which are required to furnish the information in Form-A under Section 217(1)(e) of the Companies Act, 1956 read with Rule 2 of the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988. The consumption of energy in the operation of the Company is not significant. However, the Company has taken all steps to optimise the use of energy through improved operational methods.

B. TECHNOLOGY ABSORPTION, RESEARCH & DEVELOPMENT (R & D)

Specific areas in which R & D is carried out by the Company : R & D is carried out for improvement in production process and quality of products.

Benefits derived as a result of the above R & D : The products have found better acceptability in the market.

Future plan of action : The Company is carrying on R & D to enhance the product features and improve their quality.

Expenditure on R & D

- Capital : NIL
- Recurring : NIL
- Total : NIL
- Total R & D expenditure as a percentage of total turnover : NIL

C. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

None

D. FOREIGN EXCHANGE EARNINGS AND OUTGO

The foreign exchange earnings of the Company were Rs. NIL as compared to Rs. NIL in the previous year. However, the Company has imported capital goods, raw material, finished goods etc. including repair & maintenance and travelling expenses for amount aggregating to Rs.908.33 Lacs as compared to Rs. 1078.15 Lacs during the previous year.

By order of the Board
FOR VINTRON INFORMATICS LIMITED

Sd/-
(RAJ KUMAR GUPTA)

Place: **F-90/1A, Okhla Industrial Area Phase-I, New Delhi-110020**
Date : **28th July, 2015**

Chairman & Whole Time Director
DIN: 00019125

ANNEXURE TO DIRECTORS' REPORT Contd.

ANNEXURE-2

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
VINTRON INFORMATICS LIMITED
F-90 / 1A, Okhla Industrial Area,
Phase-I, New Delhi-110020

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **VINTRON INFORMATICS LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **31st March, 2015** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992.
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - **Not Applicable as the Company did not issue any securities during the financial year under review.**
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 - **Not Applicable as the Company has not granted any Options to its employees during the financial year under review.**
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **Not Applicable as the Company has not issued any debt securities during the financial year under review.**
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client- **Not Applicable as the Company is not registered as Registrars to an Issue and Share Transfer Agents during the financial year under review.**

ANNEXURE TO DIRECTORS' REPORT Contd.

- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009- **The Company had applied for delisting with Delhi Stock Exchange (DSE) as per BIFR order dated 2nd June, 2009.**
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998- **Not Applicable as the Company has not bought back any of its securities during the financial year under review.**

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India. **Not applicable – (notified but effective from 1st July, 2015).**
- (ii) The Listing Agreements entered into by the Company with Stock Exchange.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines etc. mentioned above except those mentioned in **Annexure-A**.

This report is to be read with our letter of even date which is annexed as '**Annexure –B**' and form an integral part of this report.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meeting of the Board of Directors or Committees of the Board, as the case may be. There was no dissenting vote for any matter.

We further report that based on the compliance mechanism established by the Company and on the basis of the Certificates issued by the Managing Director & CEO and CFO and verified the same on test basis. We are of the opinion that the management has adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For Mahesh Gupta and Company
Company Secretaries

Sd/-

MAHESH KUMAR GUPTA

Proprietor

FCS No.: 2870; C P No.: 1999

Place : Delhi
Date : 28th July, 2015

ANNEXURE TO DIRECTORS' REPORT Contd.

ANNEXURE - 2A

1. There is no CFO in the Company during the year under review. However, the Company had appointed the CFO on 30th May, 2015.
2. The Company has not taken on record about the continuation of KMPs and Form MGT-14 has not been filed for the same.
3. The promoter's holding is more than 75% and SEBI has issued an order dated 2nd September, 2014 against the Company, its Directors, Promoters and promoters' group under section 19 of the Securities and Exchange Board of India, 1992 read with section 11(1), 11(2)(i), 11(4) and 11B thereof and section 12 A of the Securities Contracts (Regulation) Act, 1956 for non compliance of minimum public shareholding (MPS) NORMS AS STIPULATED UNDER Rule 19(2)(b) and 19A of the Securities Contracts (Regulation) Rules, 1957.
4. Independent Directors are appointed by the Company on 31st March, 2015. Therefore, no meeting of Independent Directors held in the financial year 2014-2015. The Company has conducted the familiarisation programme for Independent Directors on that date.
5. Mr. Parvesh Ahuja and Mr. Satish Raychand Chopra, Directors of the Company have not attended any Board meetings during the financial year 2014-2015.
6. Clause 49 states that the Board shall periodically review compliance reports of all laws applicable to the Company, prepared by the Company as well as steps taken by the Company to rectify instances of non-compliances. But it is observed that no such practice is followed by the Company during the year.

ANNEXURE - 2B

To,
The Members,
VINTRON INFORMATICS LIMITED
F-90 / 1A, Okhla Industrial Area,
Phase-I, New Delhi-110020

Our report of even date is to be read along with this letter.

- 1) Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our audit.
- 2) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verifications were done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- 3) We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- 4) Where ever required, we have obtained the Management representation about the compliance of Laws, Rules and regulations and happening of events etc.
- 5) The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
- 6) The secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Mahesh Gupta and Company
Company Secretaries

Sd/-
MAHESH KUMAR GUPTA
Proprietor

Place : Delhi
Date : 28th July, 2015

FCS No.: 2870; C P No.: 1999

ANNEXURE TO DIRECTORS' REPORT Contd.

ANNEXURE-3

PARTICULARS OF EMPLOYEES PURSUANT TO THE PROVISIONS OF SECTION 134 AND 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- i) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year:

Name of the Director	Category	Ratio of Median Remuneration
Shri Raj Kumar Gupta	Chairman & Managing Director	5.19
Shri Jagdish Singh Dalal	Non-Executive Independent	0.00
Shri Satish Chand	Non-Executive Independent	0.00
Shri Vikas Gulechha	Non-Executive Independent	0.00
Shri Parvesh Ahuja	Non-Executive Independent	0.00
Shri Satish Raychand Chopra	Non-Executive Independent	0.00
Ms. Tripti Pande Desai	Non-Executive Independent	0.00

- ii) The percentage increase in Remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary or Manager, if any, in the financial year:

Name of the Person	Designation	% increase in Remuneration
Shri Raj Kumar Gupta *	Chairman & Managing Director	233.33%
Shri Jagdish Singh Dalal	Non-Executive Independent	0.00
Shri Satish Chand	Non-Executive Independent	0.00
Shri Vikas Gulechha	Non-Executive Independent	0.00
Shri Parvesh Ahuja	Non-Executive Independent	0.00
Shri Satish Raychand Chopra	Non-Executive Independent	0.00
Ms. Tripti Pande Desai	Non-Executive Independent	0.00
Ms. Kajal Gupta	Company Secretary	10.11%

*: The remuneration of Shri Raj Kumar Gupta was increased with effect from 01/10/2014 for a period of five years, by passing the requisite special resolution passed by the members of the Company in their AGM held on 29/09/2014

- iii) The percentage increase in the median remuneration of Employees in the financial year: **12.18%**
- iv) The number of permanent employees on the rolls of Company: **127 employees**
- v) The explanation on the relationship between average increase in Remuneration and Company Performance: **On an average, employees received an increase of 12.18%. The increase in remuneration is in line with the market trends. In order to ensure that remuneration reflects Company performance, the performance pay is linked to organizational performance.**
- vi) Comparison of the Remuneration of the Key Managerial Personnel against the performance of the Company:

Particulars	Rs. In Lacs
Remuneration of Key Managerial Personnel (KMP) during financial year 2014-2015 (aggregated)	6.52
Revenue from Operations	1,939.02
Remuneration as % of revenue	0.34%
Profit Before Tax (PBT)	24.66
Remuneration as % of PBT	26.44%

ANNEXURE TO DIRECTORS' REPORT Contd.

- vii) Variation in the Market Capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case of listed companies and in case of unlisted companies, the variations in the net worth of the Company as at the close of the current financial year and previous financial year:

Particulars	Unit	As at 31/03/2015	As at 31/03/2014	Variation
Closing rate of Shares at BSE	Rs.	3.60	1.95	84.62%
Earnings per Share	Rs.	0.03	-0.04	175%
Market Capitalization	Rs.	282,080,880.00	152,793,810.00	84.62%
Price Earnings Ratio	Ratio	120.00	-48.75	346.15%

- viii) Average percentile increase already made in the salaries of employees other than managerial personnel in the last financial year and its comparison with percentile increase in the Managerial Remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the Managerial Remuneration:

The average increase in salaries of employees in 2014-2015 was 12.18%. Percentage increase in the Managerial Remuneration for the year was 10.11%

- ix) Comparison of each Remuneration of the Key Managerial Personnel against the performance of the Company:

Particulars	Managing Director	Company Secretary
Remuneration (Rs. In Lacs)	14.61	2.35
Revenue (Rs. In Lacs)	1,939.02	1,939.02
Remuneration as % of revenue	0.75%	0.12%
Profit Before Tax (PBT) (Rs. In Lacs)	24.66	24.66
Remuneration as % of PBT	59.25%	9.53%

- x) The key parameters for any variable component of Remuneration availed by the Directors:

The Remuneration & Perquisites of Chairman and Managing Director were approved by the members.

- xi) The Ratio of the Remuneration of the highest paid Director to that of Employees who are not Directors but receive Remuneration in excess of the highest paid Director during the year: **Not Applicable**

- xii) Affirmation that the Remuneration is as per the Remuneration Policy of the Company:

The Company's Remuneration Policy is driven by the success and performance of the individual employees and the Company. Through its compensation package, the Company endeavors to attract, retain, develop and motivate a high performance staff. The Company follows a compensation mix of fixed pay, benefits and performance base variable pay. Individual performance pay is determined by business performance and the performance of the individuals measured through the annual appraisal process. The Company affirms Remuneration is as per the Remuneration Policy of the Company.

ANNEXURE TO DIRECTORS' REPORT Contd.

Annexure-4

CORPORATE GOVERNANCE

In terms of the Code of Corporate Governance, as framed by Securities and Exchange Board of India and amended from time to time, the Company has taken various steps and endeavored to implement the requirements of code of Corporate Governance in terms of Clause 49 of the Listing Agreement. The Company has further ensured timely and effective implementation of requirements as stipulated from time to time. Given below is a brief report on the practices followed by Vintron Informatics Limited towards achievement of good Corporate Governance.

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Vintron Informatics Limited is committed to the concept and philosophy of Corporate Governance as a means of effective internal control, fair and transparent decision-making process and fullest support of the Board and Management for enhancing customer satisfaction and shareholders value. The basic mantras of Vintron "Customer satisfaction through Quality and Reliability of our products and services, to be achieved by our will to deliver better by consistently improving our products, systems and procedures" is the guideline to generate long term economic value for its shareholders while respecting the interest of customers and society as a whole, which is practised in your Company in its letter and spirit. The Company respects the inalienable rights of its members to information on the performance of the Company and considers itself a trustee of its members.

2. BOARD OF DIRECTORS - COMPOSITION

The Company maintains an appropriate mix of Executive and Independent Directors to maintain the independence of the Board, and to separate the Board functions of governance and management. To ensure independence of the Board, the members of the Audit Committee is composed of suitable and competent Independent Directors. The current Board has three Independent Directors and three Executive Director. The Company does not pay any compensation to its non-executive Directors.

COMPOSITION AND CATEGORY OF DIRECTORS, AS ON MARCH 31, 2015

Category	No. of Directors	%
Executive Directors	3	50.00%
Non-Executive, Independent Directors	3	50.00%
Total	6	100.00%

The Chairman of the Board is an Executive Director.

CEO / CFO CERTIFICATION

The current policy of the Company is to have an executive Chairman, Managing Director, Whole time Director as well as CEO. The CEO is appointed w.e.f. 01.06.2015. The policy during the period under review was to have an executive Chairman & Managing Director who was responsible for corporate strategy, brand equity, planning, external contacts, and board matters. He is also responsible for all day-to-day operations, related issues and for the achievement of annual targets in customer satisfaction, sales, profitability, quality, productivity, recruitment, training and employee retention. Apart from the above, the Company also has CFO w.e.f. 01.06.2015. The senior management makes periodic presentations to the board on their responsibilities, performance and targets.

Shri Raj Kumar Gupta, Chairman & contemporary Managing Director of the Company has certified to the Board and in terms of requirements of clause 49(V), that:

- a) They have reviewed financial statements and the cash flow statement for the year and that to the best of their knowledge and belief:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of their knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.

ANNEXURE TO DIRECTORS' REPORT Contd.

- c) They accept responsibility for establishing and maintaining internal controls and that they have evaluated the effectiveness of the internal control systems of the Company and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- d) They have indicated to the auditors and the Audit Committee
 - i) significant changes in internal control during the year;
 - ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or any employee having a significant role in the Company's internal control system.

SIZE OF THE BOARD

At present, the Board has six members.

BOARD PROCEDURE, MEETINGS AND ATTENDANCE RECORD OF EACH DIRECTOR

Normally, Board Meetings are scheduled at least 7-15 days in advance. Most of them are held at the Registered Office of the Company situated at F-90/1A, Okhla Industrial Area, Phase-I, New Delhi-110 020, India. Under supervision of the Chairman, drafts of the Agenda for each meeting, along with explanatory notes are prepared and distributed in advance to the Board members. Every Board member is free to suggest the inclusion of items in the agenda. Normally, the Board meets once a quarter to review the quarterly unaudited results and other items in the agenda. The Board also meets on the occasion of the Annual General Meeting of the members of the Company. If necessary, additional meetings are held. Independent Directors are normally expected to attend at least one Board Meeting in a year.

The Board has unfettered and complete access to any information within the Company, and to any employee of the Company. At the Meetings of the Board, it welcomes the presence of managers who can provide additional insights into the items being discussed.

Six Board meetings were held during the financial year 2014-2015. They were held on 25th April, 2014, 30th May 2014, 29th July 2014, 10th November 2014, 29th January 2015 and 31st March 2015 respectively.

The table given below gives details of Directors, Attendance of Directors at Board meetings, last Annual General Meeting, Number of Memberships held by Directors in Committees/other Boards. None of the Directors holds Directorship in more than 15 listed Companies, and no Director is a member of more than ten Committees or the Chairman of more than five Committees across all Companies in which they are Directors.

Director	Category	No. of Board Meeting attended	Attendance Particulars Last AGM	Number of other Directorships and Committee Member/Chairmanships		
				Outside Director-ship*	Committee Member-ship**	Committee Chairman-ship**
Raj Kumar Gupta	CMD	6 of 6	Yes	2	3	2
Jagdish S. Dalal	NEID	6 of 6	Yes	-	3	2
Satish Chand	NEID	6 of 6	Yes	-	2	1
Vikas Gulechha#	NEID	1 of 6	-	5	-	-
Parvesh Ahuja#	NEID	0 of 6	-	-	1	-
Satish Raychand Chopra#	NEID	0 of 6	-	-	-	-
Tripti Pande Desai##	NEID	0 of 6	-	4	1	-

* Excludes Directors of Companies incorporated outside India, and includes Directorships held in Private Limited Companies by the Directors of the Company.

** This includes Chairmanship/Membership of Audit Committee, Compensation Committee, Stakeholders Relationship Committee, Share Transfer Committee and Nomination and Remuneration Committee, constituted by the Company.

Shri Vikas Gulechha, Shri Parvesh Ahuja and Shri Satish Raychand Chopra has been resigned from Board of Directors and Committees thereof as per their letter dated 24th July, 2015.

ANNEXURE TO DIRECTORS' REPORT Contd.

Mrs. Tripti Pande Desai was appointed as woman / independent director with effect from 31st day of March, 2015, hence not attended any meeting during the period under review.

SEPARATE MEETINGS OF INDEPENDENT DIRECTORS

Being the Directors were appointed under the category of Independent with effect from 31st day of March 2015, therefore, no such meeting of the Independent Directors was held during the financial year under review.

FAMILIARIZATION PROGRAMME FOR DIRECTORS

The letter of appointment(s) are issued to all Independent Directors setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. Each newly appointed Director is taken through a formal induction program including the presentation from the Chairman & Managing Director on the Company's manufacturing, marketing, finance and other important aspects.

TENURE

As per the statute two third of the total strength of the Board of Directors should be subject to retirement by rotation. Further one third of the retiring Directors are required to retire by rotation every year and if eligible, qualify for re-appointment. Accordingly, Shri Raj Kumar Gupta retires by rotation at the ensuing Annual General Meeting and is eligible for re-appointment.

3. BOARD COMMITTEES

Committees of the Board

Currently, the Board has five Committees; the Audit Committee, Compensation Committee, Share Transfer Committee, Nomination and Remuneration Committee and the Stakeholders Relationship Committee. All the Committees are composed of suitable and competent independent Directors.

Frequency and Duration of Committee Meetings and Committee Agenda

Under the supervision of the Chairman of the Company, and the Committee Chairman, the frequency and duration of the Committee Meetings are determined. Normally, the Committees meet depending on the issues, which need the attention of the particular Committee. However, the meeting of Audit Committee takes place normally Four to Five times a year. The recommendations of the Committee are submitted to the full Board for approval and necessary noting.

Quorum for the Meetings

The quorum is either two members or one-third of the members of the Committees, whichever is higher.

AUDIT COMMITTEE

The Audit Committee of the Board of Directors of the Company was constituted on 3rd day of May 2001 where after it has been re-constituted from time to time with the sufficient number of directors with requisite qualifications.

The Committee comprises of one Executive Director viz. Shri Raj Kumar Gupta, and two Non-executive Directors viz. Shri Satish Chand and Shri Jagdish Singh Dalal. The Chairman of the Committee is Shri Satish Chand who is a Chartered Accountant by profession, and an Independent Director on the Board of the Company.

The terms of reference, role and power of Audit Committee as revised and stipulated by the Board of Directors from time to time are in conformity and in line with the statutory and regulatory requirements as prescribed under Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, which includes the following:

Powers of Audit Committee

The Audit Committee shall have powers, which should include the following:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

Role of Audit Committee

The role of the Audit Committee includes the following:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

ANNEXURE TO DIRECTORS' REPORT Contd.

2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
 3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
 4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions;
 - g. Qualifications in the draft audit report
 5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
 6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
 7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
 8. Approval or any subsequent modification of transactions of the Company with related parties;
 9. Scrutiny of inter-corporate loans and investments;
 10. Valuation of undertakings or assets of the Company, wherever it is necessary;
 11. Evaluation of internal financial controls and risk management systems;
 12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 14. Discussion with internal auditors of any significant findings and follow up there on;
 15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
 16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 18. To review the functioning of the Whistle Blower mechanism;
 19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
 20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- In addition thereto the Audit Committee is also assigned with the role to review the following information:
1. Management discussion and analysis of financial condition and results of operations;
 2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by the management;
 3. Management letters/letters of internal control weaknesses issued by the statutory auditors;
 4. Internal audit reports relating to internal control weaknesses; and
 5. The appointment, removal and terms of remuneration of the Chief Internal Auditor subject to review by the Audit Committee.

ANNEXURE TO DIRECTORS' REPORT Contd.

Details of Meetings and Attendance

The Committee met six times during the financial year 2014-2015, on 18th April 2014, 30th May 2014, 29th July 2014, 10th November 2014, 29th January 2015 and 31st March 2015 respectively. The below mentioned table gives the details of attendance of members at the meetings of the Audit Committee held during 2014-2015:

Name of the Director	Position	Category	No. of Meetings held	No. of Meetings Attended
Shri Satish Chand	Chairman	Non-Executive Independent Director	6	6
Shri Jagdish Singh Dalal	Member	Non-Executive Independent Director	6	6
Shri Raj Kumar Gupta	Member	Executive Promoter Director	6	6

The Internal Auditors and Statutory Auditors are permanent invitees to the Audit Committee Meetings. Further, representatives from various departments of the Company also attended the meetings as and when desired by the members of the Committee to answer and clarify questions raised at the Audit Committee. The Company Secretary shall act as the secretary to the Committee

NOMINATION AND REMUNERATION COMMITTEE

The Board had delegated the authority to approve fixation/revision of remuneration and terms and conditions of appointment of Managing Director / Whole Time Directors. The Nomination and Remuneration Committee comprises of one executive and three independent Directors, Shri Raj Kumar Gupta being Executive Director, whereas Shri Jagdish Singh Dalal, Shri Satish Chand and Ms. Tripti Pande Desai being Non-executive/Independent Directors on the Board of the Company. The Company Secretary shall act as the secretary to the Committee

This Committee meets depending on the requirements of the Company, and takes its views on fixation/revision of terms and benefits in respect of Managing Director / Whole Time Directors.

Remuneration to Directors

Shri Raj Kumar Gupta, Chairman & Managing Director is the only Whole Time Director who was appointed as such during the previous Annual General Meeting held on 29.09.2014 and is drawing salary as approved by the members in previous Annual General Meeting in terms of the resolution passed there at. Accordingly he has been paid salary and remuneration as approved by the General Meeting.

All other Directors on the Board or any Committee thereof who are ordinary directors and are not paid any fixed remuneration, are paid conveyance expenses for attending the meetings.

The Committee met two times during the financial year 2014-2015, on 29th July 2014 and 31st March 2015 respectively. The below mentioned table gives the details of attendance of members at the meetings of the Nomination and Remuneration Committee held during 2014-2015

Name of the Director	Position	Category	No. of Meetings held	No. of Meetings Attended
Shri Jagdish Singh Dalal	Chairman	Non-Executive Independent Director	2	2
Shri Satish Chand	Member	Non-Executive Independent Director	2	2
Shri Raj Kumar Gupta	Member	Executive Promoter Director	2	1
Shri Parvesh Ahuja *	Member	Non-Executive Independent Director	1	NIL
Ms. Tripti Pande Desai **	Member	Non-Executive Independent Director	NIL	NIL

* Shri Parvesh Ahuja has been resigned from the Board of Directors as per letter dated 24th day of July 2015

** Mrs. Tripti Pande Desai was appointed as woman / independent director with effect from 31st day of March, 2015.

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Board has constituted the Stakeholders Relationship Committee to take care of the complaints/grievances of the shareholders/members of the Company and redressal thereof. This Committee comprises of one executive and one independent Director namely Shri Raj Kumar Gupta being an Executive Director, and Shri Jagdish Singh Dalal being Non-executive/Independent Directors. The Company Secretary shall act as the secretary to the Committee.

ANNEXURE TO DIRECTORS' REPORT Contd.

This Committee meets from time to time depending on the needs and nature of shareholders/members complaints and grievance, and take appropriate decisions for redressal thereof. As informed by RTA, during the financial year 2014-2015, the Company has received a total number of complaints was (3) three, the details whereof is as under:

Received from	No. of Complaints	Remarks
SEBI	NIL	-
Stock Exchanges/ROC	01	Redressed
NSDL/CDSL	NIL	-
Investors	02	Redressed

The Committee met two times during the financial year 2014-2015, on 16th June 2014 and 8th December 2014 respectively. The below mentioned table gives the details of attendance of members at the meetings of the Nomination and Remuneration Committee held during 2014-2015

Name of the Director	Position	Category	No. of Meetings held	No. of Meetings Attended
Shri Jagdish Singh Dalal	Chairman	Non-Executive Independent Director	2	2
Shri Raj Kumar Gupta	Member	Executive Promoter Director	2	2

SHARE TRANSFER COMMITTEE

The Board had delegated the authority to approve transfer of shares to a Committee of Directors. The Share Transfer Committee comprises of one executive and two independent Directors namely Shri Raj Kumar Gupta being an Executive Director, Shri Jagdish Singh Dalal and Shri Satish Chand being Non-executive/Independent Directors. The meeting of this Committee is being held every Friday in each month to approve transfer, transmission, splitting and consolidation, Dematerialization and Re-materialization of shares issued by the Company. The minutes of these Meetings of the Share Transfer Committee are placed before the first next meeting of the Board of Directors for its information and ratification thereof.

COMPENSATION COMMITTEE

The Compensation Committee of the Board of Directors of the Company consists of one Executive Director, and one Non-executive/Independent Director, namely Shri Raj Kumar Gupta being an Executive Director and Shri Jagdish Singh Dalal being Non-executive/Independent Director. The Chairman of the Committee is Shri Raj Kumar Gupta, an Executive Director. No meeting of the Compensation Committee has taken place during the year under consideration.

4. GENERAL BODY MEETING

Date, Venue and Time for the last three Annual General Meetings:

Year	Venue	Date	Time
2012	Shree Delhi Gujarati Samaj (Regd.) Mahatma Gandhi Sanskritik Kendra, MPCU Shah Auditorium, 2 Raj Niwas Marg, Delhi-110054	07/09/2012	02.30 p.m.
2013	Arya Auditorium, Desraj Campus, C-Block, East Of Kailash, New Delhi-110065	12/09/2013	10.30 a.m.
2014	Arya Auditorium, Desraj Campus, C-Block, East Of Kailash, New Delhi-110065	29/09/2014	10.30 a.m.

The following Special Resolutions were passed by the Company at the aforementioned General Meetings:

AGM	Details of Special Resolution
21st Annual General Meeting	- None -
22nd Annual General Meeting	- None -
23rd Annual General Meeting	Re-appointment of Shri Raj Kumar Gupta as Chairman & Managing Director for another period of five years

ANNEXURE TO DIRECTORS' REPORT Contd.

5. COMPLIANCE

The Company has a competently staffed legal department, which ensures compliance with the legal requirements of the Company. Secretarial Department is presently looked after and supervised by the Chairman and Whole Time Director of the Company who is responsible for compliance in respect of Companies Act and other allied laws, rules and regulations of SEBI and Stock Exchanges. Additionally, Shri Uma Shankar Lakhera, Manager – Secretarial / Administration of the Company, has been nominated as the Compliance Officer of the Company.

6. COMPLIANCE CERTIFICATE

Compliance Certificate for Corporate Governance from M/s. O. P. Bagla & Co., the Statutory Auditors of the Company is annexed herewith.

7. DISCLOSURES

- a) During the financial year ended on 31st March 2015, there were no materially significant related party transactions that may potential conflict with the interests of the Company at large.
- b) Neither were any penalties imposed, nor were any strictures passed by Stock Exchange or SEBI or any Statutory Authority or any capital market related matters during the last three years.
- c) The Company has announced Whistle Blower Policy. All the personnel of the Company have the access to the Audit Committee.
- d) The Company has not received any proceeds from public issue, rights issue and/or preferential issue(s) during the financial year under review.
- e) The Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India to the extent applicable, and prepared the accounts on going concerns basis.
- f) The Company has complied with the mandatory requirements of the listing agreement.
- g) Information pertaining to particulars of the Directors to be appointed and re-appointed at the forthcoming Annual General Meeting is being included in the notice / explanatory statement to the Notice convening the 24th Annual General Meeting.
- h) The Company has in place a comprehensive Code of Conduct (the Code) applicable to all the Directors and Senior Management. The Code gives guidance and support needed for ethical conduct of business and compliance of law. A copy of the Code has been put on the Company's website (www.vintroninformatics.com). The Code has been circulated to all the members of the Board and Senior Management and its compliance is affirmed by them
- i) The Board in its Report to the Members of the Company have confirmed that the Annual Accounts for the year ended March 31, 2015 have been prepared as per applicable Accounting Standards and policies and that sufficient care has been taken for maintaining adequate accounting records.
- j) The management discussions and analysis report forms part of the Annual Report

8. Non-Mandatory Requirements Under clause 49 of Listing Agreement

The Company has adopted following Non-mandatory requirements of Clause 49 of the Listing Agreement:

i) The Board

The Chairman of the Company is the Executive Chairman.

All the Directors including Independent Directors are appointed/re-appointed by the Board from time to time.

The Board of Directors of the Company appointed the Independent Directors for 5 consecutive years.

ii) Shareholders' Rights

The quarterly, half-yearly and annual financial results of the Company are published in the newspapers and are also posted on the Company's website. The complete Annual Report is sent to each and every shareholder of the Company.

iii) Audit Qualifications

There are no Audit Qualifications in the Company's financial statements for the year under reference.

iv) Reporting of Internal Auditors

The Internal Auditors directly report to the Audit Committee.

9. MEANS OF COMMUNICATION

Timely disclosure of consistent, relevant and reliable information on financial performance is at the core of good governance. Towards this end, major steps taken are as under:

- The quarterly results of the Company were announced within stipulated 45 days of end of quarter and audited annual results along with results for the fourth quarter were announced within stipulated 60 days of the end of

ANNEXURE TO DIRECTORS' REPORT Contd.

the financial year. The approved financial results of the Company during the financial year 2014-2015 are forthwith sent to all the Stock Exchanges with whom the Company has listing arrangements. Further, the results in the prescribed Proforma alongwith the detailed press release is published within 48 hours of the conclusion of the meeting of the Board of Directors in leading English and Hindi dailies having wide circulation across the country. Financial results are also displayed on the website of the Company.

- Updated information relating to shareholding pattern, financial results etc. is available on Corp Filing and Dissemination System in addition to the Company's website.
- The website of the Company contains dedicated section 'Investor Zone' having updated relevant information for shareholders.
- The management discussion & analysis report forms part of the Directors' Report.

10. MANAGEMENT INFORMATION SYSTEMS

As a matter of transparency and good governance, key operational and financial data, and also other relevant information are furnished to the Directors in every meeting of the Board.

11. INVESTOR INFORMATION ANNUAL GENERAL MEETING:

Day & Date	:	Monday, 14th day of September 2015
Time	:	10.00 a.m.
Financial Year	:	2014-2015
Venue	:	Arya Auditorium, Desraj Campus, C-Block, East Of Kailash, New Delhi 110065
Book Closure	:	Tuesday, the 8th day of September, 2015 to Monday, the 14th day of September 2015 (both days inclusive)
Address for Correspondence of Registrar & Share Transfer Agent	:	M/s. Skyline Financial Services Pvt. Ltd. Registered Office: D-153/A, First Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 Phone: 011-26812682-83, 64732681-88; Fax: 91-11-26812683; E-mail: admin@skylinerta.com; website: www.skylinerta.com
Compliance Officer	:	Shri U. S. Lakhera, Manager-Secretarial
ISIN No.	:	INE043B01028

TENTATIVE FINANCIAL CALENDER

Results for the quarter ending 30.06.2015	:	2nd week of August, 2015
Results for the quarter ending 30.09.2015	:	2nd week of November, 2015
Results for the quarter ending 31.12.2015	:	2nd week of February, 2016
Results for the quarter ending 31.03.2016	:	4th week of May, 2016

INVESTOR CORRESPONDENCE:

The shareholders may address their communication to the Registrar and Transfer Agent at their address mentioned herein above or to the Compliance Officer, Vintron Informatics Limited, F-90/1A, Okhla Industrial Area, Phase – I, New Delhi-110020. Phone(s): 011-43740000; Fax: 011-43740040; E-mail: vil_vintron@hotmail.com

SHARE TRANSFER SYSTEM

Presently the shares, which are received in physical form, are transferred within a period of 10-12 days from the date of receipt, subject to the documents being valid and complete in all respects.

PROFILE OF DIRECTORS RETIRING BY ROTATION

Shri Raj Kumar Gupta

Shri Raj Kumar Gupta is a Mechanical Engineer from the Birla Institute of Technology and Sciences (BITS), Pilani, and since 1977 he has been into the Electronics & Computer Industry, and gained wide experience in Electronics Industry. Shri Raj Kumar Gupta is the main Promoter Director of the Company.

None of the Directors except Shri Raj Kumar Gupta and Shri Varun Gupta (Son of Shri Raj Kumar Gupta) is interested in the said appointment. The Board recommends his re-appointment.

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ANNEXURE TO DIRECTORS' REPORT Contd.

LISTING ON STOCK EXCHANGES

The Company's Equity Shares are listed on the following Stock Exchange/s:

- i) The BSE Limited, Floor-25, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001
- ii) The Calcutta Stock Exchange Ltd., 7 Lyons Range, Calcutta - 700 001
- iii) The Delhi Stock Exchange Limited, DSE House, 3/1 Asaf Ali Road, New Delhi-110002 (De-listing is sought in terms of the sanctioned revival scheme)

STOCK CODE

The Stock code for the Company's Equity Shares is as follows:

- The BSE Limited - "517393"
- The Calcutta Stock Exchange Ltd. - "10032155"
- The Delhi Stock Exchange Limited - "122073"

STOCK PRICE DATA *

(Amount in Rs.)

2014-2015	The Stock Exchange, Mumbai	
Month	High	Low
April 2014	2.24	1.83
May 2014	2.17	1.76
June 2014	3.86	1.97
July 2014	4.31	3.67
August 2014	3.98	3.10
September 2014	3.15	2.35
October 2014	3.15	2.76
November 2014	3.21	2.64
December 2014	3.99	3.02
January 2015	3.94	2.93
February 2015	3.99	3.60
March 2015	4.10	3.50

* Based on the figures available at official website of the BSE Limited

DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH 2015

No. of Shares	No. of Shareholders	% of Shareholders	No. of Shares	% of Shares
Upto 500	10,877	89.87%	1,500,370	1.91%
501-1000	647	5.35%	544,493	0.69%
1001-5000	463	3.83%	989,359	1.28%
5001-10000	61	0.50%	442,507	0.56%
10001 onwards	55	0.45%	74,879,071	95.56%
Total	12,103	100.00%	78,355,800	100.00%

CATEGORY WISE SHAREHOLDING PATTERN AS ON 31ST MARCH 2015

Category	No. of Shares Held	% of Shares Held
Promoters	781,700	1.00%
Persons acting in Concert	72,560,599	92.60%
Mutual Funds	0	0.00%
Financial Institutions	0	0.00%
Foreign Institutional Investors	0	0.00%
Banks	0	0.00%
Corporate Bodies	409,505	0.52%
NRIs / OCBs	428,695	0.56%
Hindu Undivided Family / Public Trusts	81,257	0.10%
Clearing Members/House	300	0.00%
Public	4,093,744	5.22%
Total	78,355,800	100.00%

ANNEXURE TO DIRECTORS' REPORT Contd.

Number of Shares in Physical Form	1,184,802	1.51%
Number of Shares in Electronic Form	77,170,998	98.49%
Total	78,355,800	100.00%

DEMATERIALIZATION OF SHARES AND LIQUIDITY

Nearly 98.50% of total equity share capital is held in dematerialized form upto 31/03/2015 with NSDL/ CDSL. The shares of the Company are listed on BSE and CSE, which provide sufficient liquidity to the investors.

REGISTERED/CORPORATE OFFICE AND PLANT:

F-90/1A, Okhla Industrial Area, Phase-I, New Delhi-110020

ADDRESS FOR CORRESPONDENCE

The shareholders may address their communication/grievances/queries/ suggestions to:

VINTRON INFORMATICS LIMITED
F-90/1A, Okhla Industrial Area, Phase-I,
New Delhi-110020; Phone: 011-43740000
Fax: 011-43740040; E-mail: vil_vintron@hotmail.com
Website: www.vintroninformatics.com

SKYLINE FINANCIAL SERVICES PVT. LTD.
Registered Office: D-153/A, First Floor, Okhla
Industrial Area, Phase-I, New Delhi-110020
Phone: 011-26812682-83, 64732681-88; Fax: 91-11-26812683
E-mail: admin@skylinerta.com, website: www.skylinerta.com

The above report has been placed before the Board at its meeting held on 28th day July, 2015 and the same was approved.

Annexure-5

AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT(S)

To
The members of
Vintron Informatics Limited
New Delhi

We have reviewed the implementation of Corporate Governance procedures by Vintron Informatics Limited during the year ended 31st March, 2015 with the relevant records and documents maintained by the Company, furnished to us for our review and the report on Corporate Governance as approved by the Board of Directors.

The compliances of conditions of Corporate Governance is the responsibility of the management, our examination was limited to a review of procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

On the basis of our review and according to the information and explanations given to us, the conditions of Corporate Governance as stipulated in Clause 49 of the listing agreement(s) with the stock exchange(s) have been complied with in all material respect by the Company and that no investor grievance(s) is/are pending for a period exceeding one month against the Company as per the records maintained by the Share Transfer Committee/Shareholders Grievance Committee.

For O. P. Bagla & co.
Chartered Accountants
Firm Regn. No. 000018n

Sd/-
Nitin Jain
Partner

Place : **New Delhi**
Dated : **28-7-2015**

Membership No. 510841

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ANNEXURE TO DIRECTORS' REPORT Contd.

Annexure-6

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN AS ON FINANCIAL YEAR ENDED ON 31.03.2015

[Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Company (Management & Administration) Rules, 2014]

I. REGISTRATION & OTHER DETAILS:

1. CIN	L72100DL1991PLC045276
2. Registration Date	06-08-1991
3. Name of the Company	VINTRON INFORMATICS LIMITED
4. Category/Sub-category of the Company	PUBLIC COMPANY
5. Address of the Registered office & contact details	F-90/1A, Okhla Industrial Area, Phase-I, Near ESIC Hospital, New Delhi - 110020 Phone: 011-43740000; Fax: 011-43740040
6. Whether listed Company	LISTED
7. Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/S. Skyline Financial Services Private Limited D-153/A First Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 Phone: 011-26812682-83; 64732681-88 e-mail: admin@skylinerta.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the Company shall be stated)

S.No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the Company
1	Printed Circuit Boards /CCTV CAMERAS / DVR'S ETC.	26104	10.00%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

S.No.	Name and Address of the Company	CIN/GLN	Holding / Subsidiary / Associate	% age of Shares held	Applicable Section
1	Goodworth Build Invest Pvt. Ltd.	U67120DL1996PTC080563	Holding	92.53%	4(1)(b)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

A) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	781700	0	781700	1.00%	781700	0	781700	1.00%	
b) Central Govt	0	0	0	0.00%	0	0	0	0.00%	
c) State Govt(s)	0	0	0	0.00%	0	0	0	0.00%	
d) Bodies Corp.	72559699	900	72560599	92.60%	72559699	900	72560599	92.60%	
e) Banks / FI	0	0	0	0.00%	0	0	0	0.00%	

ANNEXURE TO DIRECTORS' REPORT Contd.

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
f) Any other	0	0	0	0.00%	0	0	0	0.00%	
Sub-Total (A) (1)	73341399	900	73342299	93.60%	73341399	900	73342299	93.60%	
(2) Foreign									
a) NRIs – Individuals	0	0	0	0.00%	0	0	0	0.00%	
b) Other – Individuals	0	0	0	0.00%	0	0	0	0.00%	
c) Bodies Corporates	0	0	0	0.00%	0	0	0	0.00%	
d) Banks / FI	0	0	0	0.00%	0	0	0	0.00%	
e) Any Other	0	0	0	0.00%	0	0	0	0.00%	
Sub-Total (A) (2)	0	0	0	0.00%	0	0	0	0.00%	
Total Shareholding of Promoters (A) = (A)(1) + (A)(2)	73341399	900	73342299	93.60%	73341399	900	73342299	93.60%	
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0.00%	0	0	0	0.00%	
b) Banks / FI	0	0	0	0.00%	0	0	0	0.00%	
c) Central Govt	0	0	0	0.00%	0	0	0	0.00%	
d) State Govt(s)	0	0	0	0.00%	0	0	0	0.00%	
e) Venture Capital Funds	0	0	0	0.00%	0	0	0	0.00%	
f) Insurance Companies	0	0	0	0.00%	0	0	0	0.00%	
g) FIs	0	0	0	0.00%	0	0	0	0.00%	
h) Foreign Venture Capital Funds	0	0	0	0.00%	0	0	0	0.00%	
i) Others (specify)	0	0	0	0.00%	0	0	0	0.00%	
Sub-total (B)(1):-	0	0	0	0.00%	0	0	0	0.00%	
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	400920	2200	403120	0.51%	407305	2200	409505	0.52%	0.01%
ii) Overseas	0	0	0	0.00%	0	0	0	0.00%	
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	3115532	985502	4101034	5.23%	3112242	981502	4093744	5.22%	-0.01%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	0	0	0.00%	0	0	0	0.00%	

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ANNEXURE TO DIRECTORS' REPORT Contd.

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
c) Others (HUF)	79636	600	80236	0.10%	81157	0	81157	0.10%	
Non Resident Indians	226996	200200	427196	0.55%	227995	200200	428195	0.55%	
Overseas Corporate Bodies	500	0	500	0.00%	500	0	500	0.00%	
Foreign Nationals	0	0	0	0.00%	0	0	0	0.00%	
Clearing Members	1315	0	1315	0.00%	300	0	300	0.00%	
Trusts	100	0	100	0.00%	100	0	100	0.00%	
Foreign Bodies - D R	0	0	0	0.00%	0	0	0	0.00%	
Sub-total (B)(2):-	3824999	1188502	5013501	6.40%	3829599	1183902	5013501	6.40%	
Total Public Shareholding (B)=(B)(1)+ (B)(2)	3824999	1188502	5013501	6.40%	3829599	1183902	5013501	6.40%	
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00%	0	0	0	0.00%	
Grand Total (A+B+C)	77166398	1189402	78355800	100.00%	77170998	1184802	78355800	100.00%	

B) Shareholding of Promoter-

S.No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	Uma Gupta	328800	0.42%	0	328800	0.42%	0	
2	Raj Kumar Gupta	452900	0.58%	0	452900	0.58%	0	
3	Vintron Computers Pvt.Ltd.	900	0.00%	0	900	0.00%	0	
4	Vintron Electronics Limited	4170	0.00%	0	4170	0.00%	0	
5	Ritika Electronics Pvt.Ltd.	23000	0.03%	0	23000	0.03%	0	
6	Vintron Computers Pvt.Ltd.	32529	0.04%	0	32529	0.04%	0	
7	Goodworth Build Invest Pvt.Ltd.	72500000	92.53%	0	72500000	92.53%	0	
	Total	73342299	93.60%	0	73342299	93.60%	0	

C) Change in Promoters' Shareholding (please specify, if there is no change)

S.No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	At the beginning of the year	NIL	NIL	NIL	NIL
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
2	At the end of the year	NIL	NIL	NIL	NIL

ANNEXURE TO DIRECTORS' REPORT Contd.

D) Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs):

S.No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during theYear	
		No. of shares	% of total shares of theCompany	No. of shares	% of total shares of theCompany
1.	Suresh Kumar Chauhan	223995	0.29%	223995	0.29%
2.	Sajjan Duggar	180000	0.23%	180000	0.23%
3.	Stitch-Line Finance Private Limited	79500	0.10%	79500	0.10%
4.	Mahender Kumar Duggar	70000	0.09%	70000	0.09%
5.	Blue Bell Finance Limited	49000	0.06%	49000	0.06%
6.	Pramod Kumar Mittal	41500	0.05%	41500	0.05%
7.	Kavita Singhal	37540	0.05%	37440	0.05%
8.	Ruchika Gupta	37500	0.05%	37500	0.05%
9.	Shri Parasram Holdings Private Limited	35770	0.05%	35753	0.05%
10.	Ritu Agrawal	35200	0.04%	35200	0.04%

E) Shareholding of Directors and Key Managerial Personnel:

S.No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during theyear	
		No. of shares	% of total shares of theCompany	No. of shares	% of total shares of theCompany
1.	Raj Kumar Gupta	452900	0.58%	452900	0.58%

F) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	19,375,000.00	85,530,000.00	0.00	104,905,000.00
ii) Interest due but not paid	0	0	0	0.00
iii) Interest accrued but not due	0	0	0	0.00
Total (i+ii+iii)	0.00			
Change in Indebtedness during the financial year				
* Addition	47,043,208.00	0	0	47,043,208.00
* Reduction	19,375,000.00	33,632,392.00	0	53,007,392.00
Net Change	27,668,208.00	33,632,392.00	0.00	61,300,600.00
Indebtedness at the end of the financial year				
i) Principal Amount	47,043,208.00	51,897,608.00	0.00	98,940,816.00
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	47,043,208.00	51,897,608.00	0.00	98,940,816.00

V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

S. No.	Particulars of Remuneration	Shri Raj Kumar Gupta, Managing Director	Total Amount
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	11,70,000.00	11,70,000.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	2,91,063.00	2,91,063.00
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		

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ANNEXURE TO DIRECTORS' REPORT Contd.

S. No.	Particulars of Remuneration	Shri Raj Kumar Gupta, Managing Director	Total Amount
2	Stock Option	0	0
3	Sweat Equity	0	0
4	Commission- as % of profit- others, specify...	0	0
5	Others, please specify	0	0
	Total (A)	1,461,063.00	1,461,063.00
	Ceiling as per the Act	-	-

B. Remuneration to other directors : Not Applicable

S.No.	Particulars of Remuneration	Name of Directors				Total Amount
		-	-	-	-	-
1	Independent Directors Fee for attending board committee meetings Commission Others, please specify Total (1)					
2	Other Non-Executive Directors Fee for attending board committee meetings Commission Others, please specify Total (2) Total (B)=(1+2) Total Managerial Remuneration Overall Ceiling as per the Act					

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTd

S. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	2,35,200.00	0	2,35,200.00
		0	0	0	0
		0	0	0	0
2	Stock Option	0	0	0	0
3	Sweat Equity	0	0	0	0
4	Commission	0	0	0	0
	- as % of profit	0	0	0	0
	others, specify...	0	0	0	0
5	Others, please specify	0	0	0	0
	Total	0	2,35,200.00	0	2,35,200.00

VI. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: None

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY Penalty Punishment Compounding					
B. DIRECTORS Penalty Punishment Compounding					
C. OTHER OFFICERS IN DEFAULT Penalty Punishment Compounding					

INDEPENDENT AUDITORS' REPORT

To
The Members of
VINTRON INFORMATICS LIMITED
NEW DELHI

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **VINTRON INFORMATICS LIMITED**, ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- In case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2015,
- In case of Statement of Profit & Loss of the Company for the year ended 31st March 2015 of its **Profit** for the year,
- In case of Cash Flow Statement of cash flow of the Company for the year ended on that date.

Emphasis of Matter

- We draw attention to Note no 26 with respect to valuation of inventories at cost in absence of realisable value of certain items. Impact of diminution in value on financial statements can not be ascertained.

We have not modified our opinion on this matter.

INDEPENDENT AUDITORS' REPORT Contd.

Report on Other Legal and Regulatory Requirements

As required by 'the Companies (Auditor's Report) Order, 2015' ("the order"), issued by the Central Government of India in terms of sub section 11 of Section 143 of the Companies Act, 2013, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.

As required by Section 143 (3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company disclosed the impact of pending litigations on its financial position in Note No. 23 and 25 to the financial statements.
 - ii. The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no amount required to be transferred, to the Investor Education and Protection Fund by the Company.

For O. P. BAGLA & CO.
CHARTERED ACCOUNTANTS
FIRM REGN. No. 000018N

Sd/-
(RAKESH KUMAR)
PARTNER
Membership No. 087537

PLACE : **NEW DELHI**
DATED : **30/05/2015**

ANNEXURE TO AUDITORS' REPORT

1.
 - a) *During the year under audit the Company could not produce the fixed assets records/registers, before us for verification, which as explained to us are under preparation. In view of above we are unable to comment on the matter.*
 - b) As explained to us, major fixed assets have been physically verified by the management during the year. We have been informed that the discrepancies noticed on such verification as compared to book record were not material and have been properly dealt with in the books of account. In our opinion the frequency of verification is reasonable.
2.
 - a) As informed to us physical verification of inventory has been conducted at reasonable intervals by the management.
 - b) In our opinion the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.

- (c) In our opinion the Company is maintaining proper records of inventory. As informed to us no material discrepancies were noticed on physical verification. As explained to us the discrepancies noticed have been properly dealt with in the books of account.
3. During the year the Company has not granted any loans, **secured or unsecured** to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013.
 4. In our opinion there is adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory, fixed assets and for the sale of goods and services. There is no continuing failure which needs to be corrected in internal control system of the Company.
 5. According to the information and explanations given to us the Company has not accepted any deposits, in terms of the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under.
 6. In respect of business activities of the Company, maintenance of cost records has not been specified by the Central Government under sub-section (l) of section 148 of the Companies Act, 2013 read with rules framed thereunder.
 7.
 - a) *As per information and explanations given to us the Company has been depositing the undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, and other statutory dues with the appropriate Authorities which were delayed on most of the occasions. However there are no undisputed statutory liabilities lying unpaid as at the year-end for a period of more than six months from the date they become payable.*
 - b) We have been informed that following statutory dues have not been deposited on account of disputes and appeals for the same are pending with different forums as mention herein
- | NATURE OF DEMAND | AMOUNT INVOLVED
(Rs. in lacs) | FORUM BEFORE WHICH
THE CASE IS PENDING |
|------------------|----------------------------------|--|
| Customs Act | 606.47
3.98 | Hon'ble Calcutta High Court
Commissioner of Customs (Exports) |
| Sales Tax Demand | 86.70 | Commissioner/Appellate Tribunals |
- (c) No amount were required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder.
 8. The accumulated losses of the Company as at the end of the financial year have not exceeded 50% of its net worth. The Company has not incurred cash losses in the financial year under audit and in the immediately preceding financial year.
 9. During the year the Company has not borrowed any loan/funds from bank or/and financial institution. Also the Company has not issued any debentures.
 10. The Company has not given any guarantee for loans taken by others from bank or financial institutions.
 11. As informed to us the terms loans obtained by the Company have been applied for the purpose for which the same have been obtained.
 12. Based upon the audit procedures and information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit for the year ended 31st March, 2015.

For O. P. BAGLA & CO.
 CHARTERED ACCOUNTANTS
 FIRM REGN. No. 000018N

Sd/-
(RAKESH KUMAR)
 PARTNER
 Membership No. 087537

PLACE : **NEW DELHI**
 DATED : **30/05/2015**

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BALANCE SHEET AS AT 31ST MARCH, 2015			
PARTICULARS	Note	AS AT 31.03.2015	AS AT 31.03.2014
<u>EQUITY AND LIABILITIES</u>			
Shareholders' funds			
Share Capital	2	78,365,650	78,365,650
Reserves and Surplus	3	2,642,448	1,974,555
		81,008,098	80,340,205
Non-current liabilities			
Long-term Borrowings	4	98,940,816	104,905,000
		98,940,816	104,905,000
Current liabilities			
Trade Payables	5	32,974,963	46,314,008
Other Current Liabilities	6	7,446,305	9,246,362
Short Term Provisions	7	518,608	478,948
		40,939,876	56,039,318
TOTAL		220,888,790	241,284,523
<u>ASSETS</u>			
Non-current assets			
Fixed Assets			
Tangible Assets	8	58,873,962	67,331,953
Intangible Assets	8A	1,680,403	1,693,527
Long-term Advances	9	255,498	255,498
Other Non Current Assets	10	3,912,059	635,322
		64,721,922	69,916,300
Current assets			
Inventories	11	89,535,516	79,940,090
Trade Receivables	12	56,868,983	77,807,699
Cash and Bank Balances	13	2,432,271	6,317,227
Short-term Loans and Advances	14	6,879,971	6,680,622
Other Current Assets	15	450,127	622,585
		156,166,868	171,368,223
TOTAL		220,888,790	241,284,523
SIGNIFICANT ACCOUNTING POLICIES	1		
The accompanying notes form an integral part of these financial statements.			
In terms of our report of even date annexed		FOR AND ON BEHALF OF THE BOARD	
FOR O. P. BAGLA & CO CHARTERED ACCOUNTANTS FIRM REGN NO. 000018N		Sd/- (R. K. GUPTA) Managing Director DIN: 00019125	
Place : New Delhi	Sd/- (RAKESH KUMAR) Partner	Sd/- (SATISH CHAND) Director DIN: 02615736	Sd/- (J. S. DALAL) Director DIN: 02251250
Dated : 30/05/2015			Sd/- (KAJAL GUPTA) Company Secretary PAN: AKQPG0886Q

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2015

PARTICULARS	Note	FOR THE YEAR ENDED 31.03.2015	FOR THE YEAR ENDED 31.03.2014
REVENUE FROM OPERATIONS			
Sales	16	182,213,348	230,435,395
Less: Excise Duty		(20,523,185)	(20,876,786)
		161,690,163	209,558,609
Job Work Receipts		31,289,789	37,244,502
Total Revenue from Operations		192,979,952	246,803,111
Other Income	17	922,489	936,147
Total Revenue		193,902,441	247,739,258
EXPENSES			
Cost of Material consumed	18	124,324,138	128,527,373
Purchase of Trading Goods		11,290,882	54,324,518
Changes in inventories	19	(3,879,226)	(11,982,061)
Employee benefits Expenses	20	31,238,263	27,724,101
Depreciation & Amoritisation	9	7,703,099	30,132,330
Manufacturing Administration & Other Expenses	21	17,865,255	21,408,187
Finance Charges	22	2,314,603	41,446
Provision for bad & doubtful debts		579,816	547,281
Prior period Expenses		0	80,900
Total Expenses		191,436,830	250,804,075
Profit (Loss) before exceptional and extraordinary items & tax		2,465,611	(3,064,817)
Tax expense:			
Income tax Adjustment for earlier years		140,146	0
Profit (Loss) for the year from continuing operation		2,325,465	(3,064,817)
Earnings per Share		0.03	(0.04)

SIGNIFICANT ACCOUNTING POLICIES 1

The accompanying notes form an integral part of these financial statements.

In terms of our report of even date annexed

FOR AND ON BEHALF OF THE BOARD

FOR O. P. BAGLA & CO
CHARTERED ACCOUNTANTS
FIRM REGN NO. 000018N

Sd/-
(R. K. GUPTA)
Managing Director
DIN: 00019125

Place : New Delhi
Dated : 30/05/2015

Sd/-
(RAKESH KUMAR)
Partner

Sd/-
(SATISH CHAND)
Director
DIN: 02615736

Sd/-
(J. S. DALAL)
Director
DIN: 02251250

Sd/-
(KAJAL GUPTA)
Company Secretary
PAN: AKQPG0886Q

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CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

PARTICULARS	FOR THE YEAR ENDED 31.03.2015	FOR THE YEAR ENDED 31.03.2014
A. Cash Flow from Operating Activities		
Net Profit before tax and extra ordinary items	2,465,611	(3,064,817)
Adjustment for :		
Depreciation	7,703,099	30,132,330
Interest Received	(297,648)	(462,331)
	7,405,452	29,669,999
Operating Profit before Working Capital Facilities	9,871,062	26,605,182
Adjustment for :		
Trade & Other Receivable	17,635,088	16,198,409
Inventories	(9,595,426)	(34,298,730)
Trade Payable	(15,099,442)	9,629,648
	(7,059,779)	(8,470,673)
Cash generated from operation	2,811,283	18,134,509
Income Tax Paid/TDS Adjustment	(140,146)	0
	(140,146)	0
Net Cash Flow from operating activities	2,671,137	18,134,509
B. Cash Flow From Investing activities		
Purchase of fixed assets	(889,556)	(36,684,166)
Interest Received	297,648	462,331
Investment in FDR (Non Cash items)	608,880	2,313,543
	16,972	(33,908,292)
Net Cash used in investing activities	16,972	(33,908,292)
C. Cash Flow from Financing Activities		
Proceed from Long Term Borrowings	(5,964,184)	19,400,000
Repayment of Long term borrowings	0	0
	(5,964,184)	19,400,000
Net Cash used in financing activities	(3,276,076)	3,626,217
Cash & Cash equivalent Opening	5,708,347	2,082,130
Cash & Cash equivalent Closing	2,432,271	5,708,347

Note :-

- Figures in brackets indicate cash outflow
- Significant Accounting Policies and Notes on Accounts form an integral part of the Cash Flow Statement.
- Items comprising cash and cash equivalents are shown in Note No.13

This is the Cash Flow Statement referred to in our report of even date.

In terms of our report of even date annexed

FOR AND ON BEHALF OF THE BOARD

FOR O. P. BAGLA & CO
CHARTERED ACCOUNTANTS
FIRM REGN NO. 000018N

Sd/-
(R. K. GUPTA)
Managing Director
DIN: 00019125

Place : **New Delhi**
Dated : **30/05/2015**

Sd/-
(RAKESH KUMAR)
Partner

Sd/-
(SATISH CHAND)
Director
DIN: 02615736

Sd/-
(J. S. DALAL)
Director
DIN: 02251250

Sd/-
(KAJAL GUPTA)
Company Secretary
PAN: AKQPG0886Q

NOTES

NOTE NO. 1 TO THE FINANCIAL STATEMENT **SIGNIFICANT ACCOUNTING POLICIES**

Basis of Accounting:

The Company prepares its financial statements on historical cost basis and in accordance with applicable accounting standards and generally accepted accounting principles and also in accordance with the requirements of the Companies Act, 2013 and provisions of Companies Act, 1956 to the extent applicable.

Use of Estimates

The financial statements in conformity with GAAP requires that the management makes estimates and assumptions that affect the reported amount of assets and liabilities, disclosures of contingent liabilities as at the date of the financial statements and the reported amount of revenue and expenses during the reported period. Examples of such estimates include future obligation under employee benefit plans, income tax liability and useful life of fixed assets. Contingencies recorded when the same is probable of cash out flow and amount can be reliably estimated. Other contingencies are disclosed as Contingent liability. Actual results can differ in case of estimates.

Income & Expenditure:

Accounting of Income & Expenditure is done on accrual basis.

Revenue Recognition:

Revenue from job work charges is accounted for on the basis of raising the invoice on completion of jobs.

Revenue from sales is recognized on actual dispatch of goods along with transfer of risk and rewards thereof.

Fixed Assets-Tangible/Intangible & Depreciation/ Amortisation:

- a) Fixed Assets are stated at their original cost of acquisition, inclusive of inward freight, duties and expenditure incurred in the acquisition, construction/ installation.
- b) Assets acquired from the partnership firm on its dissolution are shown as addition to fixed assets and WDV as on date of dissolution is considered as cost.
- c) Depreciation is charged on Straight Line Method in accordance with the useful life of the asset provided in Schedule II of the Companies Act, 2013.
- d) Cenvat credit availed on Capital Goods is accounted for by credit to respective Fixed Assets.
- e) Intangible assets are amortized over the period of useful life of the asset subject to maximum life of amortization as referred in AS-26 on Intangible Assets.

Inventories:

Method of Valuation

- a) **Raw Materials and components** - at cost or market price whichever is less.
- b) **Finished Goods** - at cost or market price whichever is less.

Contingent Liabilities:

Contingent Liabilities are determined on the basis of available information and are disclosed by way of Notes to the Accounts.

Foreign Currency Transactions

Foreign currency transactions are initially recorded at the exchange rates prevailing at the time of execution of the transaction. Monetary items are revalued at the yearend exchange rates and difference is charged to the statement of profit and loss.

Employee Benefit

The Employee benefits comprising defined benefit plan and defined contribution plan. Defined contribution plan is recognized as expenses on accrual basis to the extent of Company's contribution as an employer. Defined benefit plan of gratuity and the same are provided as expenses on the basis of demand raised by insurance Company.

Leave encashment benefit is accounted for on the basis of accumulated entitlement of the employee as at the end of the year and valued on last salary drawn.

Sales

Sales are stated net of discounts allowed and excise duty paid.

Excise Duty

Excise Duty is accounted for as expense at the time of goods cleared. Also provision has been made for excise duty payable on closing stock of finished stock as at the end of the year.

Unless specifically stated to be otherwise, these policies are consistently followed.

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NOTES Contd.

PARTICULARS	AS AT 31.03.2015	AS AT 31.03.2014
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Note No. 2 to the Financial Statements

SHARE CAPITAL

AUTHORISED

Equity Share Capital

16,00,00,000 shares of par value of Re.1/- each (Previous year 16,00,00,000 shares of par value of Re.1/- each)	160,000,000	160,000,000
--	-------------	-------------

Preference Share Capital

4,00,000 shares of par value of Rs.100/- each (Previous year 4,00,000 shares of par value of Rs.100/- each)	40,000,000	40,000,000
--	------------	------------

Total	200,000,000	200,000,000
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ISSUED, SUBSCRIBED AND FULLY PAID-UP

7,83,55,800 shares of par value of Re.1/- each (Previous year 7,83,55,800 shares of par value of Re.1/- each)	78,355,800	78,355,800
--	------------	------------

Add Shares Forfeited Amount Originally Paid up	9,850	9,850
--	-------	-------

Total	78,365,650	78,365,650
--------------	-------------------	-------------------

NOTES:

- a) During the year the Company has neither issued nor bought back any share (equity or preference). Following is the reconciliation of shares outstanding as at the beginning and end of the year.

PARTICULARS	AS AT 31.03.2015	AS AT 31.03.2014
Number of shares outstanding as at the beginning of the year	78,355,800	78,355,800
Number of shares outstanding as at the closing of the year	78,355,800	78,355,800

- b) The holders of the equity shares are entitled to receive dividends as declared from time to time, and are entitled to vote at meetings of the Company.
- c) Of the above 7,25,00,000 equity shares (Previous Year 7,25,00,000 equity shares) are held by holding Company M/s Goodworth Build Invest Pvt. Ltd. that comprises 92.53% of share capital. Besides this none of the share holders is holding more than 5% of total share capital of the Company
- d) Of the above 7,25,00,000 equity shares have been issued for a consideration other than cash by way of conversion of loans into equity pursuant to revival scheme as approved by the BIFR

Note No. 3 to the Financial Statements

RESERVES AND SURPLUS

Capital Reserve- As per Last Balance Sheet	331,177,685	331,177,685
--	-------------	-------------

331,177,685	331,177,685
--------------------	--------------------

Securities premium Account- As per Last Balance Sheet	42,330,000	42,330,000
---	------------	------------

Surplus

As per last balance sheet	(371,533,130)	(368,468,313)
---------------------------	---------------	---------------

Add: Profit (Loss) for the year from Statement of Profit & Loss	2,325,465	(3,064,817)
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Less : Adjustment of Depreciation (Refer 8 (1))	(1,657,571)	0
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(370,865,237)	(371,533,130)
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Total	2,642,448	1,974,555
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NOTES Contd.

PARTICULARS	AS AT 31.03.2015	AS AT 31.03.2014
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Note No. 4 to the Financial Statements

LONG-TERM BORROWINGS

Term Loan

From a Finance Company

Secured-Rupee Loan	47,043,208	0
--------------------	------------	---

From Holding Company (A Related Party)

Secured	0	19,375,000
---------	---	------------

Unsecured	51,897,608	85,530,000
-----------	------------	------------

Total	98,940,816	104,905,000
--------------	-------------------	--------------------

A. Details of security in respect of long term borrowings disclosed in Note No. 4 above

1) Secured loan of finance Company is secured by way of first charge on immovable property of the Company.

B) Other Disclosures related to long term borrowings

2) Loans from finance Company is at interest of 13.75% and is repayable in 120 equated monthly instalment.

3) There has no default in repayment of loan and interest as at the end of the year.

4) Unsecured loan from holding Company namely Goodworth Build Invest Private Limited is a non-interest bearing loan and there are no stipulations with regard to repayment of principle of the loan.

Note No. 5 to the Financial Statements

TRADE PAYABLES

For goods & services	32,974,963	46,314,008
----------------------	------------	------------

Total	32,974,963	46,314,008
--------------	-------------------	-------------------

There is no amount payable to Micro and Small Enterprises under MSMED Act, 2006 as at the end of the year

Note No.6 to the Financial Statements

OTHER CURRENT LIABILITIES

Current maturities of long term borrowing-Secured	2,562,713	0
---	-----------	---

Interest accrued but not due on long term borrowing	429,051	0
---	---------	---

Advance from customers	397,757	5,406,613
------------------------	---------	-----------

Other liabilities*	4,056,784	3,839,749
--------------------	-----------	-----------

TOTAL	7,446,305	9,246,362
--------------	------------------	------------------

* It includes amount payable towards statutory dues.	1,318,184	679,304
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Note No.7 to the Financial Statements

SHORT TERM PROVISIONS

Provision for employee benefits- Earned Leaves

Opening Balance	478,948	413,531
-----------------	---------	---------

Additions/(adjustments) during the year	39,660	65,417
---	--------	--------

TOTAL	518,608	478,948
--------------	----------------	----------------

NOTES Contd.

NOTE NO 8 : to the Financial Statements

FIXED ASSETS
TANGIBLE ASSETS

PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK			
	As At 01.04.2014	Additions During the Year	Adjust- ment	As At 31.03.2015	Upto 31.03.2014	For the Year	Adjust- ment	Upto 31.03.2015	As At 31.03.2015	As At 31.03.2014
LAND-Freehold	12,682,140	0	0	12,682,140	0	0	0	0	12,682,140	12,682,140
BUILDING-Freehold	15,941,860	0	0	15,941,860	8,502,020	465,477	91,500	9,058,997	6,882,863	7,439,840
PLANT & EQUIPMENT	151,745,439	387,000	0	152,132,439	106,849,396	6,788,013	0	113,637,408	38,495,031	44,896,043
FURNITURES & FIXTURES	8,691,634	0	0	8,691,634	8,491,345	0	134,419	8,625,764	65,870	200,289
VEHICLES	2,252,854	0	0	2,252,854	2,245,438	0	0	2,245,438	7,416	7,416
OFFICEEQUIPMENTS	18,134,661	95,493	0	18,230,154	16,028,438	29,422	1,431,652	17,489,512	740,642	2,106,223
CURRENT YEAR	209,448,588	482,493	0	209,931,081	142,116,637	7,282,912	1,657,571	151,057,119	58,873,962	67,331,952
PREVIOUS YEAR	173,150,190	36,674,309	375,911	209,448,588	112,276,546	29,943,507	103,417	142,116,635	67,331,953	60,873,645

*Notes:

- The Company has adopted useful life as prescribed in Schedule II to the Companies Act, 2013 for depreciation effective from 1.4.2014. Written down value is depreciated over the remaining useful life of the asset. Adjustments of depreciation amounting to Rs. 16,57,571/- towards written down value of assets where remaining useful life is nil is adjusted from retained balance of Surplus in Note No.3.
- The Company has adopted useful life of 20 years for its plant and machinery which is higher than the useful life as suggested in Schedule II to the Companies Act, 2013. The higher useful life is on the basis of technical evaluation by an expert.

NOTE NO 8 A : to the Financial Statements

FIXED ASSETS
INTANGIBLE ASSETS

PARTICULARS	GROSS BLOCK		DEPRECIATION			NET BLOCK				
	As At 01.04.2014	Adjust- ment During the Year	As At 31.03.2015	Upto 31.03.2014	For the Year	Adjust- ment	Upto 31.03.2015	As At 31.03.2015	As At 31.03.2014	
SOFTWARE	1,882,350	407,063	0	2,289,413	188,823	420,187	0	609,010	1,680,403	1,693,527
CURRENT YEAR	1,882,350	407,063	0	2,289,413	188,823	420,187	0	609,010	1,680,403	1,693,527
PREVIOUS YEAR	1,600,000	282,350	0	1,882,350	0	188,823	0	188,823	1,693,527	1,600,000

NOTES Contd.

PARTICULARS	AS AT 31.03.2015	AS AT 31.03.2014
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Note No. 9 to the Financial Statements

LONG TERM LOANS AND ADVANCES

(Unsecured Considered good, unless otherwise stated)

DEPOSITS

Other Security Deposits	255,498	255,498
Total	255,498	255,498

Note No. 10 to the Financial Statements

OTHER NON CURRENT ASSETS

(Unsecured considered good, unless otherwise stated)

Bank deposits having maturity beyond 12 months*	3,912,059	635,322
Total	3,912,059	635,322

*Deposits are under lien with bank as margin against guarantee/settlement of accounts.

Note No.11 to the Financial Statements

INVENTORIES

(As taken, valued and certified by the management)

Raw Material	61,657,235	55,941,035
Finished Goods	10,590,912	6,315,182
Stock in Trade	17,287,369	17,683,873
Total	89,535,516	79,940,090

Inventory items have been valued considering the significant accounting policy No.6 disclosed in Note No. 1 to these financial statement.

Note No. 12 to the Financial Statements

TRADE RECEIVABLES

(Unsecured Considered good unless otherwise stated)

Debts outstanding over six months

Considered Good	20,089,061	35,392,582
Considered doubtful	5,001,307	2,901,892
Less: Provision for Bad and Doubtful Debts	(3,481,708)	(2,901,892)
	21,608,660	35,392,582

Other debts

Considered Good	35,260,323	42,415,117
Total	56,868,983	77,807,699

Note No. 13 to the Financial Statements

CASH & BANK BALANCES

CASH & CASH EQUIVALENTS

Balances with banks	1,270,451	1,761,219
Cash on hand	472,374	611,481
Deposit with banks having maturity within three months*	689,446	3,335,647
	2,432,271	5,708,347

OTHER BANK BALANCE

Deposit with banks having maturity within three to twelve months*	0	608,880
	0	608,880
Total	2,432,271	6,317,227

*Deposits are under lien with bank as margin against guarantee/settlement of account.

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NOTES Contd.

PARTICULARS	AS AT 31.03.2015	AS AT 31.03.2014
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Note No. 14 to the Financial Statements

SHORT TERM LOANS AND ADVANCES

(Unsecured Considered good, unless otherwise stated)

ADVANCES

Employees	480,050	222,756
Contractors & Suppliers	556,490	1,152,163
Others*	4,347,433	873,646
Balance with Excise Authorities	656,190	2,713,093
Advance tax deposit & tax deducted at source	839,808	1,718,964
Total	6,879,971	6,680,622

* Includes Rs 3,96,523/- (Previous Year Rs.3,59,498/-) due from Vintron Electronics Pvt. Ltd., a Company in which Director of the Company is also Director.

Note No. 15 to the Financial Statements

OTHER CURRENT ASSETS

Interest Accrued

On Term Deposits	450,127	369,585
Security Deposits	0	253,000
Total	450,127	622,585

Note No. 16 to the Financial Statements

SALE OF PRODUCTS

Manufacturing Sales	170,920,749	174,573,282
Trading Sales	11,292,600	55,862,113
Total	182,213,348	230,435,395

Productwise breakup of inventories, sales and purchases are given in Note No.36

Note No. 17 to the Financial Statements

OTHER INCOME

Interest Received

From Banks on fixed deposits	186,746	420,891
From Others	110,902	41,440
Exchange Rate Variation	544,908	473,816
Service charges	79,933	0
Total	922,489	936,147

Note No. 18 to the Financial Statements

COST OF MATERIAL CONSUMED

Opening Stock on 01.04.2014	55,941,035	33,624,366
Add: Purchases	130,663,826	151,273,809
	186,604,861	184,898,175
Less: Sale of Components	623,488	429,767
Closing Stock as on 31.03.2015	61,657,235	55,941,035
Total	124,324,138	128,527,373

NOTES Contd.

PARTICULARS	AS AT 31.03.2015	AS AT 31.03.2014
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Note No. 19 to the Financial Statements

CHANGES IN INVENTORIES

AS AT THE BEGINNING OF THE YEAR

- Finished Goods	8,231,267	139,991
- Stock in Trade	15,767,788	11,877,003
Total - A	23,999,055	12,016,994

AS AT THE CLOSING OF THE YEAR

- Finished Goods	10,590,912	8,231,267
- Stock in Trade	17,287,369	15,767,788
Total - B	27,878,281	23,999,055
Total - (A-B)	(3,879,226)	(11,982,061)

Note No. 20 to the Financial Statements

EMPLOYEE BENEFITS EXPENSE

Salaries and wages	28,445,932	24,988,472
Contribution to provident and other funds	2,117,490	1,650,988
Staff welfare expenses	533,568	567,175
Contribution to Gratuity Fund/Gratuity Paid	141,273	517,466
Total	31,238,263	27,724,101

A) Managerial Remuneration paid/ payable to Managing Director is included above

Directors Remuneration	1,170,000	540,000
PF Contribution	21,600	9,360
Other Perquisites	271,030	0
Total	1,462,630	549,360

Note No. 21 to the Financial Statements

MANUFACTURING, ADMINISTRATION & OTHER EXPENSES

Power & Fuel	4,536,638	4,754,825
Packing & Forwarding Charges	3,336,507	3,975,666
<u>Repairs and Maintenance</u>		
Machinery	50,741	119,522
others	317,946	135,319
Advertisement Expenses	1,141,964	1,279,010
AGM Expenses	552,351	226,178
Bad Debts Written off	0	54,053
<u>Auditors Remuneration</u>		
- As Audit fees	139,214	112,360
- As Tax Audit Fees	11,236	10,675
- For Other Matters	28,090	18,538
Communication Expenses	754,833	844,013
Electricity Expenses	56,724	137,218
Legal & Professional Charges	2,059,143	2,116,032
Loss on sale of fixed Assets	0	122,495
Miscellaneous Expenses	940,682	694,734
Printing & Stationery Expenses	104,158	101,764
Rent, Rate & Taxes	261,738	2,003,284
Security Service Charges	1,113,018	603,183
Selling Expenses and Turnover Bonus	413,732	1,334,159
Travelling & Conveyance Expenses	1,780,336	2,575,089
Vehicle Running & Maintenance Expenses	266,204	190,070
Total	17,865,255	21,408,187

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NOTES Contd.

PARTICULARS	AS AT 31.03.2015	AS AT 31.03.2014
Note No. 22 to the Financial Statements		
FINANCE CHARGES		
Bank Charges	43,280	41,446
Interest on secured Loan	1,714,491	0
Loan Processing Charges	556,832	0
TOTAL	2,314,603	41,446

23. Contingent Liabilities not provided for in the books of accounts :-
- | | | |
|--|--------|--------|
| a) Counter Guarantee issued against outstanding -Bank Guarantees | 21.00 | 21.00 |
| b) Demand under Custom Act | 610.45 | 610.45 |
| c) Sales Tax disputed demand | 110.58 | 86.70 |
| d) ESI Demand | 44.15 | 44.15 |
24. In the opinion of the Management the Current Assets, Loans and Advances have a value on realization in ordinary course of Business at least equal to the amount at which they are stated in the Balance Sheet, except otherwise stated elsewhere.
25. Claim against the Company (not acknowledged as Debts) – **Rs. 41.00 Lakhs** (Previous Year Rs. 168.68 Lakhs)
26. Inventories have been valued at lower of cost or realizable value in accordance with the accounting policy of the Company. In absence of Realizable value for certain raw material items, valuation is carried out at cost. Impact of the diminution in value of such items is not determined and shall be accounted for as and when the actual devaluation is occurred/ evaluated by technical expert. In view of management such devaluation shall not be significant.
27. Other advance in “Short term loan and Advances” in Note No. 14 includes Sales tax demand amounting to Rs. 24.00 lacs (Previous Year Nil) paid by the Company under protest and the matter is subjudice. The amount, as advised to the Company by legal experts is recoverable, hence not provided for as expense. The same shall be accounted for in accordance with the decision of the appeal.
28. Balance confirmation certificates from number of parties, included in debtors, creditors and advance recoverable were not available for verification.
29. No claim has been received from any of the Suppliers of their being a micro & small enterprise unit under Micro, Small and Medium Enterprises Development Act, 2006. Hence amount due to such entities is not ascertainable.
30. In compliance to Section 203 of the Companies Act, 2013 the Company is in process of appointment of key managerial person as Chief Financial Officer in the Company and the position is vacant as at 31st March, 2015.

31. **Taxation**

Current Year Tax

In view of the unabsorbed losses as per income tax record the Company is not liable to pay tax on profit for the year. Also no tax liability is attracted on book profit of the Company under the provisions of Sec 115JB of Income Tax Act related to Minimum Alternate Tax (MAT).

Deferred Tax

Keeping in view the unabsorbed losses of the Company in Income Tax records and uncertainty of sufficient profit in the future years, Deferred Tax Asset in accordance with the provisions of Accounting Standard 22 on 'Taxes on Income' has not been recognized and provided in the accounts.

NOTES Contd.

32. Related party transactions during the year in terms of the provisions of AS-18 of "Related Party Disclosures".

Name of the Associate	: Goodworth Build Invest Pvt. Ltd.
Transactions during the year	: Loan outstanding as at end of the year Rs. 518.97 Lacs (Previous Year Rs. 1049.05 Lacs.) Loan repaid during the year Rs. 530.07 Lacs (Previous Year Rs. 97.00 Lacs.). During the year Company obtained no loan (Previous year loan obtained 291.00 lacs)
Name of the Key Managerial Personnel	: Shri R.K. Gupta, Managing Director
Transactions during the year	: Remuneration Rs 14.62 Lacs (Previous Year Rs. 5.49 Lacs)

33. There are no reportable segments in the Company (Physical or geographical) hence segment-wise information in terms of the provisions of AS-17 on Segment Reporting' is not given.

34. The "Employee Benefits" as required to be provided under AS-15 issued by ICAI and the same are accounted for by the Company on the basis as enumerated hereunder. The quantum of defined benefit plans are to be valued by an actuary in terms of provisions of the Standard. Disclosures of Employees Benefits provided by the Company is as under :-

Defined Contribution Plan:

The Company pays fixed contribution to Provident Fund at predetermined rates to regional authorities as per law. The contribution to the fund for the period is recognized as expense and is charged to the statement of profit & loss. The obligation of the Company is limited to such fixed contribution. An amount of Rs.15.74 Lacs (Previous Year Rs. 11.63 Lacs) has been recognized as expense for defined contribution plan (Contributory Provident Fund).

Defined Benefit Plan:

- Earned Leave Benefit:** Accrual of 20 day leave per annum is credited by the Company. Encashment is available at the time of retirement or superannuation. Amount as per entitlement as at the end of the year is recognized as expense. During the year Rs.0.60 Lacs (Previous Year Rs. 1.07 Lacs) has been paid/ provided towards leave encashment expenses.
- Gratuity:** The Company has obtained policy from an insurance Company towards gratuity benefit. The Company's contribution towards the policy is recognized as expense. During the year Rs.1.41 Lacs (Previous Year Rs. 5.17 Lacs) has been provided towards the gratuity contribution.

35. Earnings per share (EPS)—The numerators and denominators used to calculate Basic and Diluted Earnings per share:

	Year Ended on 31-03-2015 (RS.)	Year Ended on 31-03-2014 (RS.)
Profit \ (Loss) attributable to the Equity Shareholders –(A)	2,325,465	(3,064,817)
Basic / Weighted average number of Equity Shares outstanding during the year (B)	78,355,800	78,355,800
Nominal value of Equity Shares (Rs.)	1.00	1.00
Basic/ Diluted Earnings per share(Rs.)-(A)/(B)	0.03	(0.04)
Calculation of Profit attributable to Shareholders:		
Profit \ (Loss) After Tax	2,465,611	(3,064,817)
Less: Income Tax Adjustment/Provision	140,146	0
Profit attributable to Shareholders	2,325,465	(3,064,817)

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NOTES Contd.

36. Additional information pursuant to para 5 of the Schedule III of Companies Act 2013:

Amount in Rs.

DETAILS REGARDING STOCK AND SALES	2014-15	2013-14
<u>Opening Stock</u>		
Traded Goods		
Populated PCB	2,011,049	599,360
CCTV Camera	12,050,034	10,242,546
TV Buddy	1,080,587	1,035,097
Communication Item	626,118	-
Manufactured Goods		
CCTV Camera	6,315,182	131,179
Board Camera	2,202	8,812
DVR	1,913,883	-
<u>Purchases of trading goods</u>		
Populated PCB	9,553,100	49,071,873
CCTV Camera	1,369,028	4,894,236
TV Buddy	374,604	358,409
Miscellaneous	(5,850)	-
<u>Sales</u>		
Traded Goods		
Populated PCB	8,888,863	5,0672,891
CCTV Camera	2,180,086	5,636,532
TV Buddy	-	219,974
Others	223,651	(667,284)
<u>Manufactured Goods</u>		
CCTV Camera	107,257,132	108,417,849
Board Camera	2,458,658	7,718,874
Populated PCB	208,931	-
DVR	60,996,028	58,436,559
<u>Closing Stock</u>		
Traded Goods		
Populated PCB	3,413,999	2,011,049
CCTV Camera	5,078,811	12,050,034
TV Buddy	1,455,191	1,173,532
Communication Item	7,713,971	626,118
Manufactured Goods		
CCTV Camera	8,896,618	6,315,182
Board Camera	2,202	2,202
DVR	1,692,091	1,913,883

NOTES Contd.

DETAILS REGARDING STOCK AND SALES		2014-15		2013-14
<u>Raw Material Consumed</u>				
CCTV Camera Assembly		57,043,633		73,274,148
Other Misc Material		67,280,506		55,253,225
<u>Break-up of raw material consumed</u>	%	Amount	%	Amount
Indigenous	27	32,801,215	21	27,184,434
Imported	73	91,522,923	79	101,342,939
<u>VALUE OF IMPORTS ON CIF BASIS</u>				
Raw Material/Stores		89,770,377		103,575,779
Finished Goods		658,356		3,999,634
<u>EXPENDITURE IN FOREIGN CURRENCY</u>				
Travelling Expenses		404,471		239,406

37. Previous Year figures have been regrouped or re-casted wherever considered necessary.

FOR AND ON BEHALF OF THE BOARD

FOR O. P. BAGLA & CO
CHARTERED ACCOUNTANTS
FIRM REGN NO. 000018N

Sd/-
(R. K. GUPTA)
 Managing Director
 DIN: 00019125

Place : **New Delhi**
 Dated : **30/05/2015**

Sd/-
(RAKESH KUMAR)
 Partner

Sd/-
(SATISH CHAND)
 Director
 DIN: 02615736

Sd/-
(J. S. DALAL)
 Director
 DIN: 02251250

Sd/-
(KAJAL GUPTA)
 Company Secretary
 PAN: AKQPG0886Q

QUALITY POLICY

*“Customer satisfaction
through quality and reliability of
our products and services
to be achieved by our will
to delivery better
by consistently improving our
products, systems and
procedures.”*

Sd/-

(Raj Kumar Gupta)

Chairman & Whole Time Director

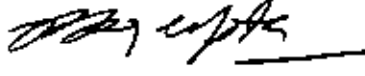
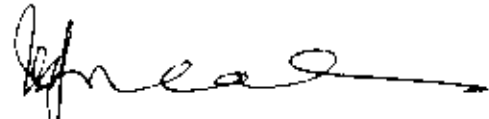


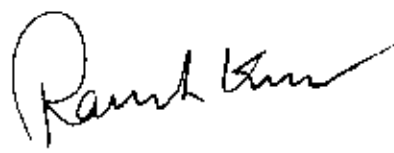
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VINTRON INFORMATICS LIMITED

Regd. Office : F-90/1A, Okhla Industrial Area
Phase-1, New Delhi - 110 020

FORM-A

1.	Name of the Company	VINTRON INFORMATICS LIMITED
2.	Annual financial statements for the year ended	31st March 2015
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	Not Applicable
5.	Signed by:	
	1. R. K. Gupta, Chairman & Managing Director	
	2. Jagdish Singh Dalal, Director	
	3. Satish Chand, Chairman (Audit Committee)	
	4. Kajal Gupta, Company Secretary	
	5. Rakesh Kumar, Partner, O. P. Bagla & Co. (Statutory Auditor)	

Vintron Informatics Limited

Regd. Office & Works : F-90/1A, Okhla Industrial Area Phase-I, New Delhi - 110 020 Tel. : 011-43740000 Fax : 011-26813681

Service Centre : D-7/1, IInd Floor, Okhla Industrial Area. Phase-I, New Delhi - 110 020 Tel. : 011-40640243

E-mail : vil_vintron@hotmail.com Website : www.vintroninformatics.com

CIN : L72100DL1991PLC045276